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AUTHORIZATION : *Patricia Piquito*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC-6 PM 4:02

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DIVISION OF CORPORATION

96 OCT -6 PM 3-22

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Coolidge-Daytona Realty Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. December 5, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 11, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1554, F.S.))
7. 455 Central Park Avenue
Scarsdale, NY 10583
(Current mailing address)
8. To conduct any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: W. Scott Callahan

Office Address: 28 E. Washington Street
Orlando, Florida, 32801
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


W. Scott Callahan (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jaff Aeder

Address: 29 N. Wacker Drive, Suite 700

Chicago, IL 60606

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Howard Parnes

Address: 455 Central Park Avenue

Scarsdale, NY 10583

Vice President: W. Scott Callahan

Address: 28 E. Washington Street

Orlando, FL 32802

Secretary: Robert V. Tiburzi, Jr.

Address: 455 Central Park Avenue

Scarsdale, NY 10583

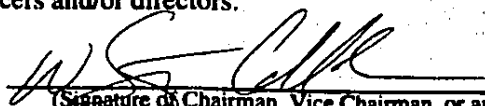
Vice Pres: _____

Treasurer: Jeff Aeder

Address: 29 N. Wacker Drive, Suite 700

Chicago, IL 60606

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

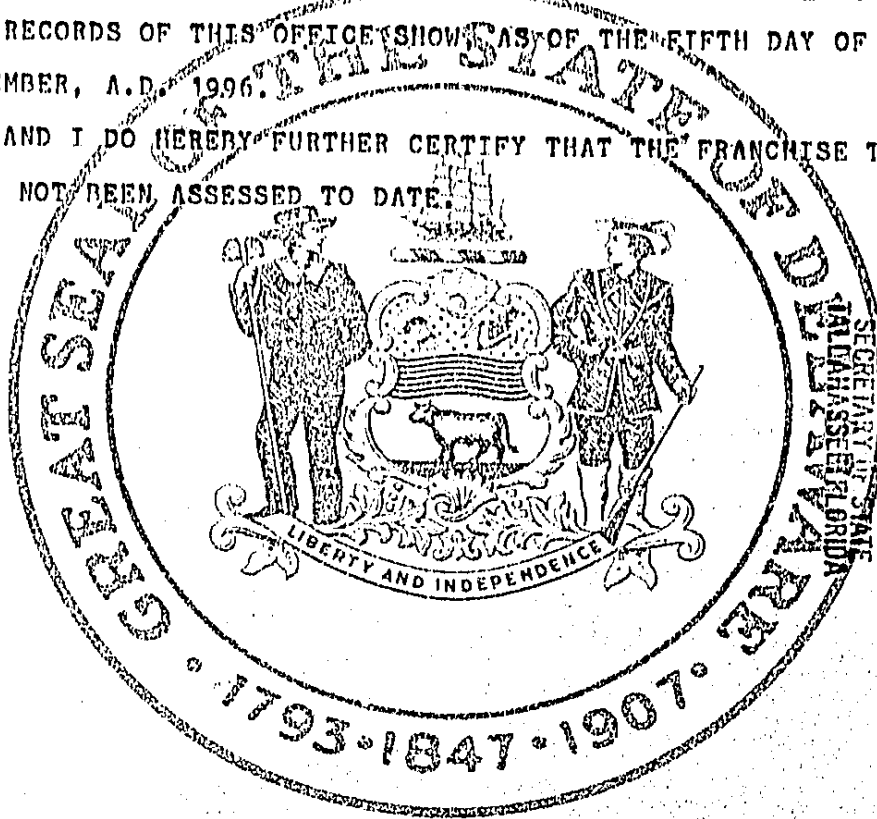
14. W. Scott Callahan, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COOLIDGE-DAYTONA REALTY CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE FIFTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

8224123

AUTHENTICATION:

DATE:

12-05-96



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ACCOUNT NO. : 072100000032

REFERENCE : 242668 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 30, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 242668-005

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant
Dean Mead Egerton Bloodworth
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: COOLIDGE-DAYTONA REALTY CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
96 JAN 30 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS JAN 31 1997

CONTACT PERSON: Deborah Schroder

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Coolidge-Daytona Realty Corp.
(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

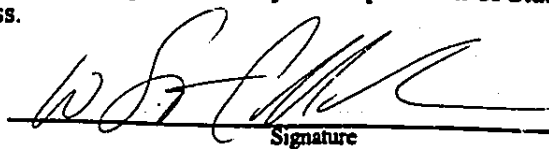
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

455 Central Park Avenue
(Mailing Address)

Scarsdale, New York 10583
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Vice President
Title

W. Scott Callahan

Typed or printed name

1/28/97
Date