

Document Number Only

F96000006449

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002016858--8

-12/02/96--01014--017

****122.50 ****122.50

W96-25133

MDMP Corporation

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

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| Document Examiner |
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12/2/96

RECEIVED
96 DEC -2 AM 11:54
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1996

C T CORPORATION SYSTEM

SUBJECT: MDMP CORPORATION
Ref. Number: W96000025133

Walk-in 12/10

Michael,
Please back date
Thanks

We have received your document for MDMP CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 196A00053920

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 2:32

DAVIS POLK & WARDWELL

450 LEXINGTON AVENUE
NEW YORK, N.Y. 10017
212-450-4000

December 10, 1996

Memorandum for: Florida Secretary of State

Re: **MDMP Corporation**

I hereby authorize the filing of corporate documents by MDMP Limited Partnership and MDMP Subsidiary Inc. in the State of Florida. Please consider this letter to be a release of the MDMP name to the two entities named above only. Thank you for your consideration in this matter.

Monica M. Sliva
Legal Assistant

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 2:32

**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. MDMP Corporation
(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. _____
(FEI number, if applicable)
4. 11/26/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.158, F.S.))
7. c/o Disney Worldwide Services Inc. 6751 Forum Drive, Suite 230
Orlando, FL 32821 (physical delivery); P.O. Box 69117, Orlando, FL
(Current mailing address) 32021 (mail only)
8. real estate investment trust
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
96 DEC 10 PM 2:52

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: ~~XXXXXXXXXX~~ Richard Ader
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

Director: ~~XXXXXXXXXX~~ David Silvers
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

Director: David Ledy
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

Director: _____
Address: _____

B. OFFICERS

President: David Silvers
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

Vice President: David Ledy
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

Secretary: David Ledy
Address: c/o US Realty Advisors
1370 Avenue of the Americas, New York, NY 10019

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 2:32

Treasurer: Richard Ador

Address: c/o US Realty Advisors

1370 Avenue of the Americas, New York, NY 10019

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. David Ledy, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

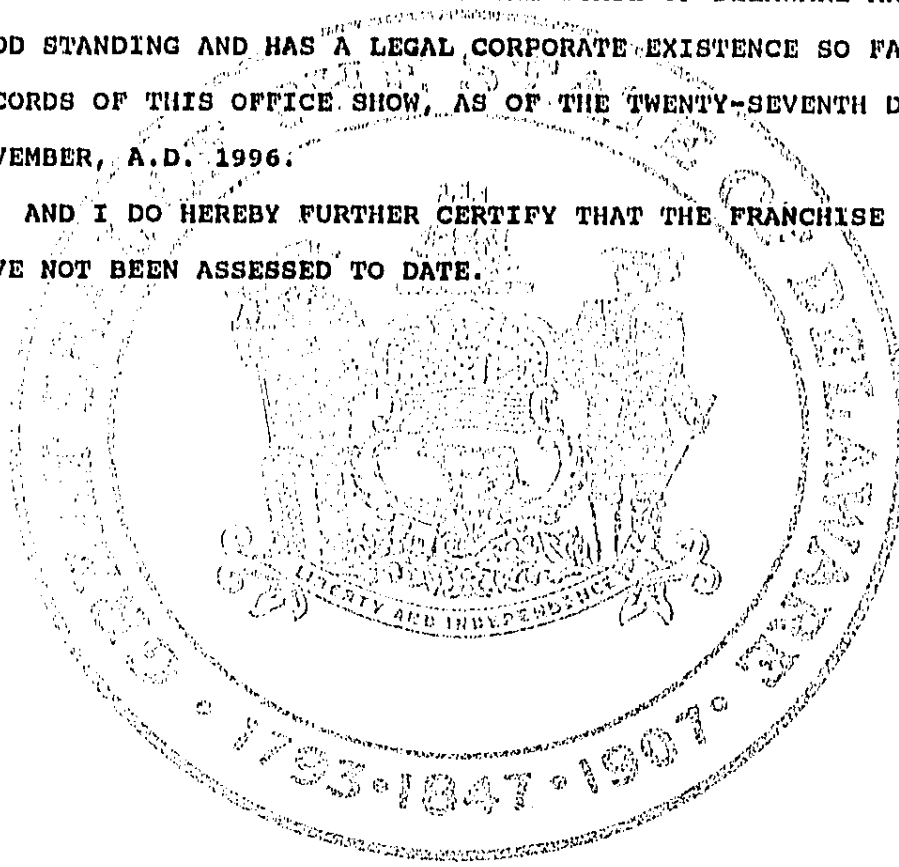
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DIVISION OF CORPORATIONS
96 DEC 10 PM 2:32

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 "MDMP CORPORATION" 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 TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 2:32



Edward J. Freel
Edward J. Freel, Secretary of State

2688487 8300
960347796

AUTHENTICATION: 8212973
DATE: 11-27-96

Document Number Only

F9600000 6449

CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

MDMP Corporation

changing name to: OLDMDMP Corporation

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name Filing

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

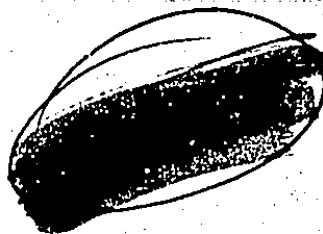
☐ Will Wait

☒ Pick Up

☐ Mail Out

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| Verifier |
| Acknowledgment |
| W.P. Verifier |

12/16/96



12-16

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

SECTION I (1-3 must be completed)

1. MDMP Corporation
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 12/10/96

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

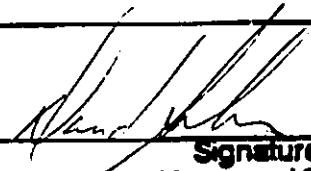
12/12/96

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

OLDMDMP Corporation

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction



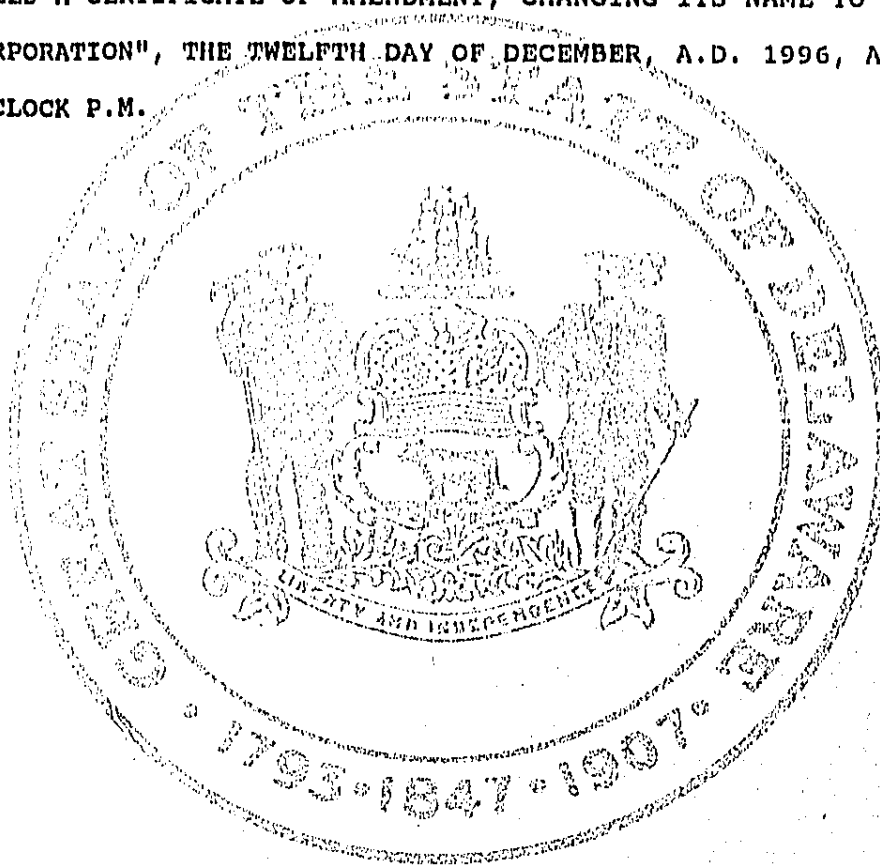
Signature
Name and Title
David Silvers-President

Date

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 THAT THE SAID "MDMP CORPORATION",
FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "OLDMDMP
CORPORATION", THE TWELFTH DAY OF DECEMBER, A.D. 1996, AT 4:27
O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2688487 8320

960367749

AUTHENTICATION:

DATE:

8239944

12-13-96

Document Number Only

F96000006449

| | | | |
|----------------------------|-------|-----|-------|
| C T CORPORATION SYSTEM | | | |
| Requestor's Name | | | |
| 660 East Jefferson Street | | | |
| Address | | | |
| Tallahassee, Florida 32301 | | | |
| City | State | Zip | Phone |
| CORPORATION(S) NAME | | | |

OLOMOMP Corporation **800002178138--0**
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 *****35.00 *****35.00

- | | | |
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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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5/14/97

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 withdrawal

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

OLDMDMP CORPORATION

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

57 MAY 14 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

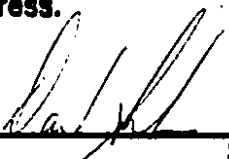
c/o CT Corporation System, 1200 South Pine Island Road

(Mailing Address)

Plantation, FL 33324

(City - State - Zip)

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



Signature

5-7-97

Date

David Silvers

Typed or printed name

Pres.

Title