

F96000006625

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EDWARD S. GORDON COMPANY INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KENNETH R. GOLDSTEIN - 212-984-8396
(Name of Person)

EDWARD S. GORDON COMPANY INCORPORATED
(Firm/Company)

300 PARK AVENUE
(Address)

NEW YORK, N.Y. 10166
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

FRANCESCA CAVALIERE
(Name of Person)

at (212) 984-8338
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Same address as
Officers as
P95-36686

DIRECT TEL: 212-984-8338
FAX: 212-984-8020



December 12, 1996

EDWARD S GORDON
COMPANY INCORPORATED

ONCOR INTERNATIONAL

200 PARK AVENUE
NEW YORK, NY 10166
212 984-8000

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find your forms to register the Edward S. Gordon Company, Incorporated as a foreign profit corporation in the state of Florida. Also enclosed is a check in the amount of \$131.25 to cover the \$70 registration fee; the \$8.75 certificate of status fee; and the \$52.50 fee for a certified copy. Please send all correspondence to my attention at the above address.

If you have any questions please do not hesitate to contact me at (212) 984-8338. I appreciate your prompt attention to this matter.

Thank you.

Sincerely

Francesca Cavaliere

Enclosures

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AN INBIGNIA
FINANCIAL GROUP
COMPANY

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. EDWARD S. GORDON COMPANY INCORPORATED

(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. NEW YORK
(State or country under the law of which it is incorporated)

3. 57-1057179
(FBI number, if applicable)

4. 6-3-96
(Date of Incorporation)

5. _____
(Duration: Year corp. will cease to exist or "perpetual")

6. PENDING
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 200 PARK AVENUE
NEW YORK, N.Y. 10166
(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OF ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED
(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: Corporation Service Company

Office Address: 1261 Hays Street

Tallahassee, Florida, Florida, 32301
(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.

Dolore Butcher asst Sec
(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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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: EDWARD S. GORDON

Address: 200 PARK AVENUE, NEW YORK, N.Y. 10166

Vice Chairman: ANDREW L. FARKAS

Address: ONE INSIGNIA FINANCIAL PLAZA, GREENVILLE, S.C. 29602

Director: FRANK M. GARRISON

Address: ONE INSIGNIA FINANCIAL PLAZA, GREENVILLE, S.C. 29602

Director: _____

Address: _____

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

President: STEPHEN B. SIGEL

Address: 200 PARK AVENUE, NEW YORK, N.Y. 10166

Vice President: JOHN K. LINES

Address: ONE INSIGNIA FINANCIAL PLAZA

GREENVILLE, S.C. 29602

SENIOR SECRETARY V.P. STACY L. WALLACK

Address: 200 PARK AVENUE, NEW YORK, N.Y. 10166

Treasurer: RON URETTA

Address: _____

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. EDWARD S. GORDON
(Typed or printed name and capacity of person signing application)

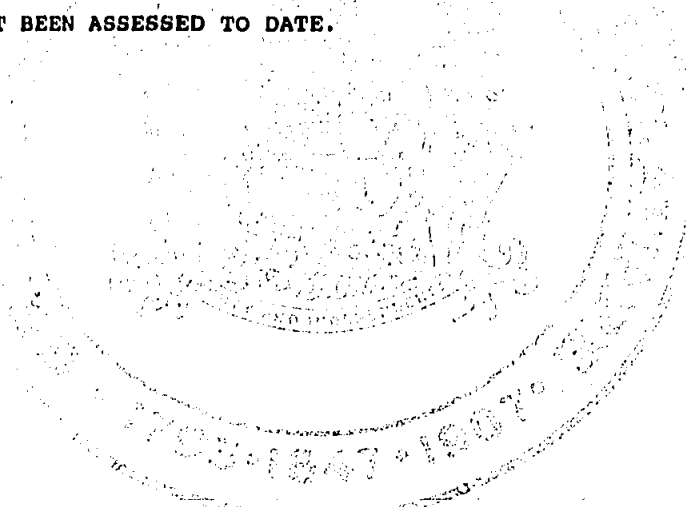
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDWARD S. GORDON COMPANY INCORPORATED" 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.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8213709
DATE: 11-27-96