



# F97000005788

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REFERENCE : 586257 4300123

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 586257-010

CUSTOMER NO: 4300123

300002335893--7

CUSTOMER: Susan E. Todd, Legal Assistant  
Battle Fowler LLP  
75 East 55th Street  
Concourse  
New York, NY 10022

FOREIGN FILINGS

NAME: TOWER QRS NO.3 CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

*9/11/97*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 NOV -3 PM 1:10

RECEIVED  
97 NOV -3 AM 10:42  
DIVISION OF CORPORATION

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

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

1. Tower QRS No. 3 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. \_\_\_\_\_  
(FEI number, if applicable)

4. October 8, 1997

(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 817.155, F.S.))

7. c/o Feldman Equities, 120 West 45th Street

New York, New York 10036

(Current mailing address)

8. Managing Member of limited liability company, the general partner of a limited  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
partnership owning real property.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, 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.*

Corporation Service Company

By: Mary Wiener ASST VP

(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.

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: Lawrence H. Feldman

Address: 125 West 45th Street

New York, NY 10036

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Lawrence H. Feldman

Address: 125 West 45th Street

New York, NY 10036

Vice Presidents Robert L. Cox, Reuben Friedberg and Eric Reimer

Address: 125 West 45th Street

New York, NY 10036

Secretary: Susan Cox

Address: 125 West 45th Street

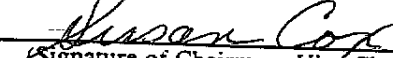
New York, NY 10036

Treasurer: Joseph D. Kasman

Address: 125 West 45th Street

New York, NY 10036

**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.)

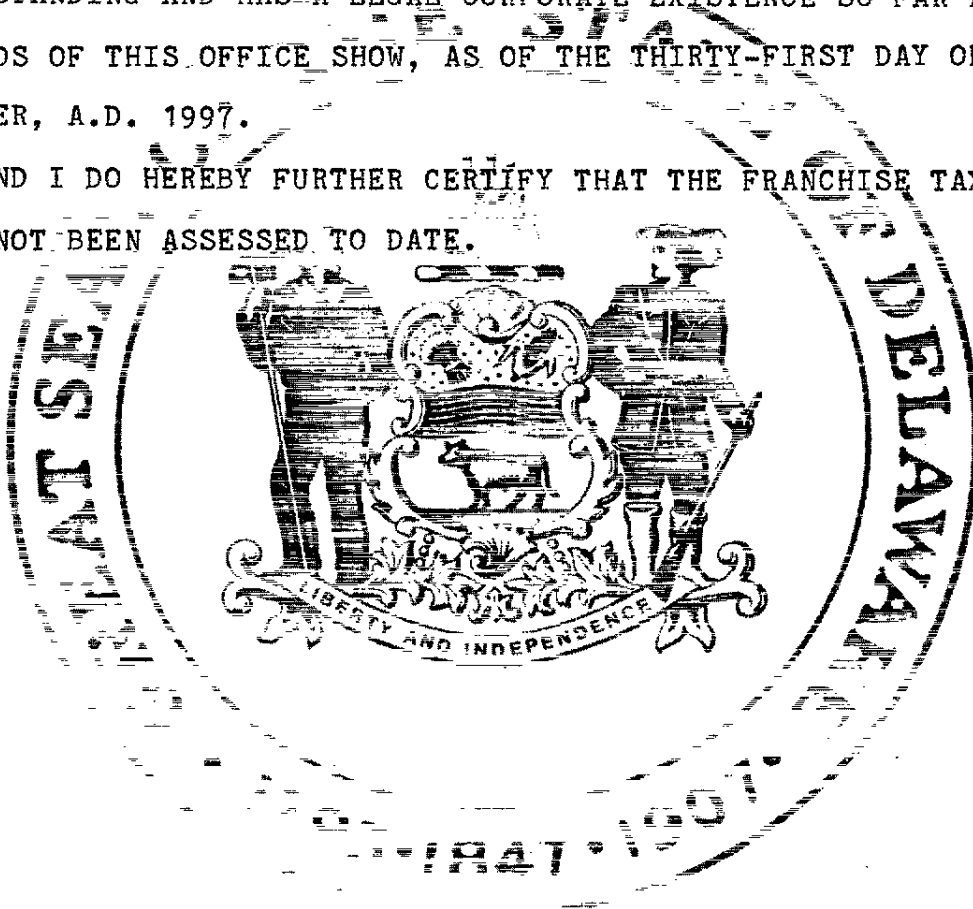
14. SUSAN COX, SECRETARY  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -3 PM 1:10

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOWER QRS NO. 3 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 1997.

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -3 PM 1:10



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8734890

DATE: 10-31-97