



F97000005793

ACCOUNT NO. : 072100000032
REFERENCE : 580538 163137A
AUTHORIZATION : Patricia Pappas
COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1997
ORDER TIME : 11:24 AM
ORDER NO. : 580538-025
CUSTOMER NO: 163137A
CUSTOMER: Asst Vice Pres Rhonda Matty
Credit Suisse First Boston
11 Madison Avenue
New York, NY 10010-3629

File

9000002333049--2
1ST W97-24647

FOREIGN FILINGS

NAME: PTG FLATROCK, INC.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

9/11/3
97 OCT 29 PM 1:38
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 29 PM 1:57
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT
Please give original
submission date as file date.

October 29, 1997

CSC

SUBJECT: PTG FLATROCK, INC.
Ref. Number: W97000024647

File / ST

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 497A00052568

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SECRETARY OF STATE
97 NOV -3 AM 11:32 97 OCT 29 PM 1:38
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. PTG Flatrock, Inc.
(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 3. 13-3972335
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/21/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon the filing of this application.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 11 Madison Avenue, New York, NY 10010
(Current mailing address)

8. To own and operate real estate.
(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: 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.

By: Corporation Service Company
[Signature] 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.

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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: Lawrence A. Shelley

Address: 11 Madison Ave., New York, NY 10010

Vice Chairman: None

Address: _____

Director: Stewart W. Daiman

Address: 11 Madison Ave., New York, NY 10010

Director: _____

Address: _____

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

President: Lawrence A. Shelley

Address: 11 Madison Ave., New York, NY 10010

Vice President: Richard Ortiz

Address: 11 Madison Ave., New York, NY 10010

Secretary: Lori M. Russo

Address: 11 Madison Ave., New York, NY 10010

Treasurer: Diane Manno

Address: 11 Madison Ave., New York, NY 10010

Assistant Secretary: Rhonda G. Matty

11 Madison Ave., New York, NY 10010

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. Rhonda G. Matty, Assistant Secretary

(Typed or printed name and capacity of person signing application)

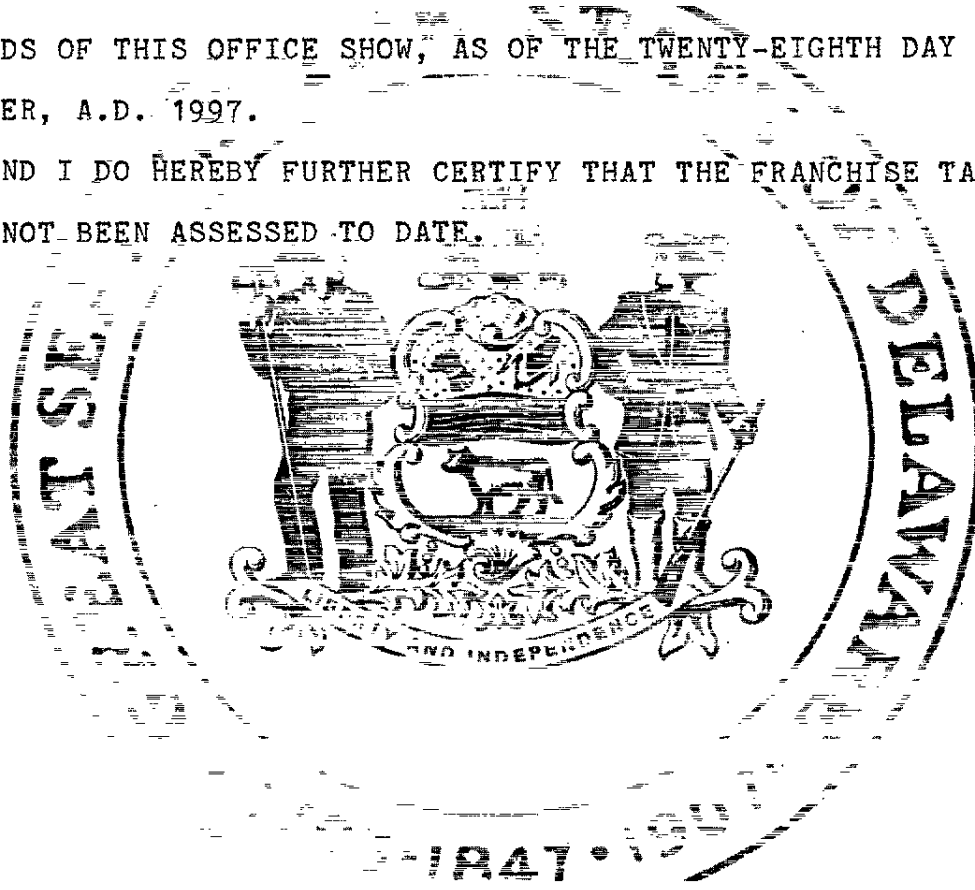
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PTG FLATROCK, INC." 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-EIGHTH DAY OF OCTOBER, A.D. 1997.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8726814
DATE: 10-28-97