

E97000006642



ACCOUNT NO. : 072100000032

REFERENCE 637117 4814293

AUTHORIZATION

Patricia Pzynt

COST LIMIT : \$ 122.50

ORDER DATE : December 16, 1997

700002373357--2

ORDER TIME : 11:22 AM

ORDER NO. : 637117-005

CUSTOMER NO: 4814293

CUSTOMER: Mr. Mike Pettingill
Dechert Price & Rhoads
30 Rockefeller Plaza
22nd. Floor
New York, NY 10112

FOREIGN FILINGS

NAME: RECI XV, INC.

File 1st

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 16 PM 12:35

RECEIVED

97 DEC 16 PM 12:19

DIVISION OF CORPORATIONS

Wk 12/16

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. RECI XV, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 15, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualifying
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Real Estate Capital Partners Limited Partnership

1185 Avenue of the Americas, 18th Floor; New York, NY 10036-2601

(Current mailing address)

8. To act as general partner of FE Tampa Investment Limited Partnership
a Delaware limited partnership

(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.

Corporation Service Company

By: [Signature]
(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: Martin D. Sass

Address: c/o Real Estate Capital Partners Limited Partnership

1185 Avenue of the Americas, 18th Floor; New York, NY 10036-2601

Vice Chairman: _____

Address: _____

Director: Robert L. Kinney

Address: (same as above)

Director: Hugh R. Lamle

Address: (same as above)

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

President: Robert L. Kinney

Address: (same as above)

Vice President: Karin E. Shewer, Hugh R. Lamle and Martin E. Winter

Address: (same as above)

Secretary: Fred M. Stone

Address: (same as above)

Treasurer: Martin E. Winter

Address: (same as above)

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

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

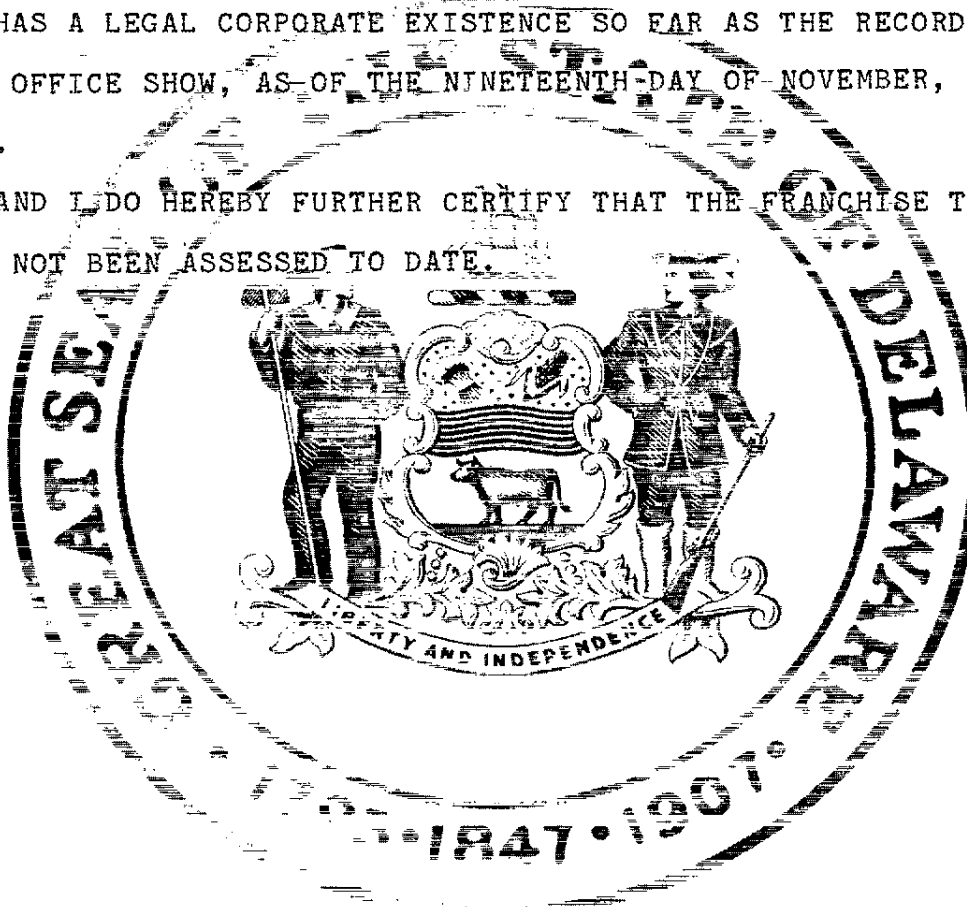
14. KARIN E. SHEWER
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECI XV, 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 NINETEENTH DAY OF NOVEMBER, A.D. 1997.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8766835

DATE: 11-19-97