



F 97000006743

ACCOUNT NO. : 072100000032

REFERENCE : 634930 4300123

AUTHORIZATION :

Patricia Pajub

COST LIMIT : \$ 78.75

ORDER DATE : December 15, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 634930-010

400002376474--5

CUSTOMER NO: 4300123

CUSTOMER: Janet Sandoval-pou, Legal Asst  
Battle Fowler Llp  
75 East 55th Street  
Concourse  
New York, NY 10022

W97-28241

FOREIGN FILINGS

NAME: DE INVESTMENTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 18 PM 3:11  
12/19  
RECEIVED  
97 DEC 18 PM 12:18  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 18, 1997

CSC  
ATTN: DEBORAH SCHRODER

SUBJECT: DE INVESTMENTS, INC.  
Ref. Number: W97000028241

**RESUBMIT**  
Please give original  
submission date as file date.

We have received and are retaining your document for the following reason:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the  
DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 097A00059515

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DEC 19 1997  
PM 2:39  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

Peter D. Burack, Secretary of DE Investments, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 18<sup>th</sup> day of Dec., 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name EDINVESTMENTS, INC. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Peter D. Burack, Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 18 PM 3:11

# 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. DE INVESTMENTS, 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  
(State or country under the law of which it is incorporated)
3. PENDING  
(FEI number, if applicable)
4. DECEMBER, 1997  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o DANIEL BURACK INVESTMENTS, 550 MAMARONECK AVENUE, STE. 404  
550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528  
(Current mailing address)

8. SEE SCHEDULE A ATTACHED HERETO  
(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.*

Patricia P. P. P.  
(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: DANIEL A. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

Director: PETER D. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

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

President: DANIEL A. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

Vice President: PETER D. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

Secretary: PETER D. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

Treasurer: DANIEL A. BURACK

Address: 550 MAMARONECK AVENUE, STE. 404  
HARRISON, NY 10528

**NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. SEE SCHEDULE B ATTACHED HERETO FOR ADDITIONAL OFFICERS AND DIRECTORS.**

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

14. DANIEL A. BURACK, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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DE INVESTMENTS, INC.  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

SCHEDULE A

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of Orlmark Associates, L.P., a Delaware limited partnership (the "Partnership") whose purpose is:

- (i) to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain parcel of real property, together with all improvements thereon located in the City of Orlando, State of Florida (the "Property"); and
- (ii) to exercise all powers enumerated in General Corporation Law of the State of Delaware and in the Florida General Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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DE INVESTMENTS, INC.  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

SCHEDULE B

12.

A. DIRECTORS

Director: Earle S. Altman  
Address: Helmsley Spear  
60 East 42nd Street  
New York, NY

12.

B. OFFICERS

Vice President: Earle S. Altman  
Address: Helmsley Spear  
60 East 42nd Street  
New York, NY

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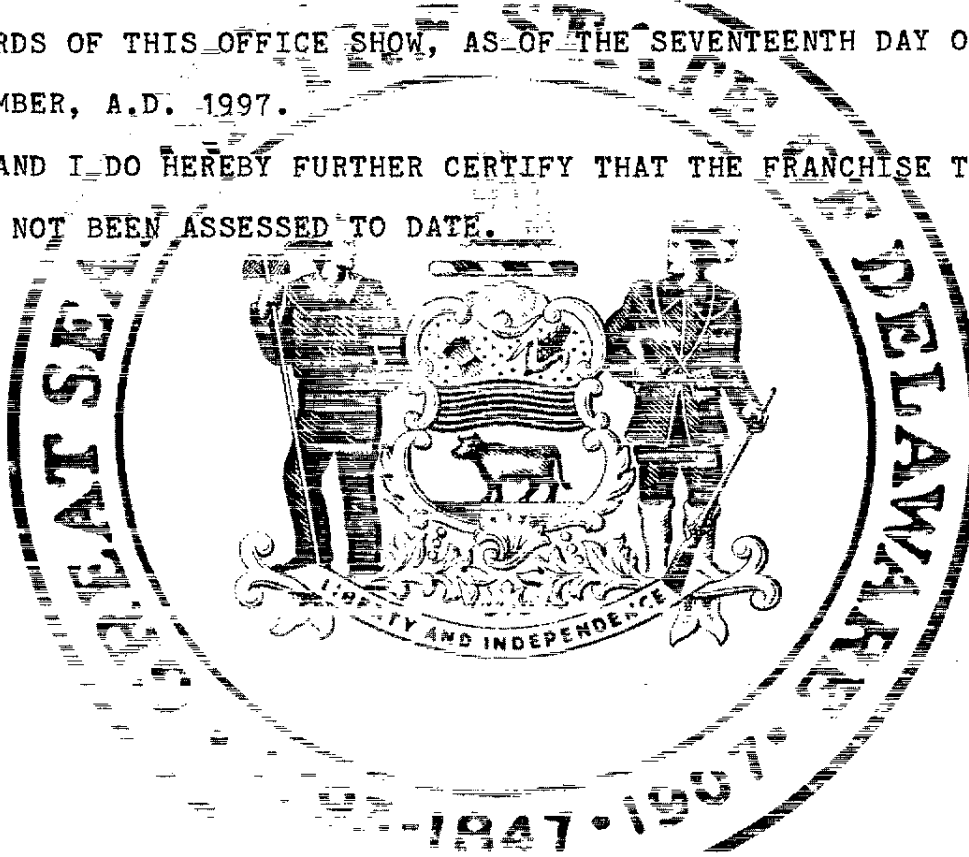
*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DE INVESTMENTS, 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 SEVENTEENTH DAY OF DECEMBER, 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  
97 DEC 18 PM 3:11



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8818275

DATE:

12-17-97