

F97000006845



ACCOUNT NO. : 072100000032

REFERENCE : 644634 4809298

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 644634-005

CUSTOMER NO: 4809298

500002382135--3

CUSTOMER: Ms. Marci L. Sacco
Riker, Danzig, Scherer, Hyland
Headquarters Plaza II
Speedwell Avenue
Morristown, NJ 07962

FOREIGN FILINGS

NAME: ROYAL OAKS MANAGEMENT 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: Jon A Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:00
#12/24
DIVISION OF CORPORATIONS

File

*Good Standing
is with this
filing*

**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. Royal Oaks Management 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. New Jersey 3. 22-3540327
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 20, 1997 5. perpetual
(Date of Incorporation) (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 817.166, F.S.))
7. c/o Wharton Realty Group, Inc., 2100 Route 35,
Suite A, Sea Girt NJ 08750
(Current mailing address)
8. ownership and operation of commercial real estate properties
(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)

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DIVISION OF CORPORATIONS
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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: Zulema M. Howarth

(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: Saul R. Tawil
Address: c/o Ventura Enterprise, Inc.
240 West 40th Street, New York NY 10018

Vice Chairman: _____
Address: _____

Director: Ralph Tawil, Jr.
Address: c/o Ventura Enterprise, Inc.
240 West 40th Street, New York NY 10018

Director: _____
Address: _____

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

President: Saul R. Tawil
Address: c/o Ventura Enterprise, Inc.
240 West 40th Street, New York NY 10018

Vice President: Daniel Massry, c/o Wharton Realty Group, Inc.,
Address: 2100 Route 35, Suite A
Sea Girt NJ 08750

Secretary: _____
Address: _____

Treasurer: Ralph Tawil, Jr.
Address: c/o Ventura Enterprise, Inc.
240 West 40th Street, New York NY 10018

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. Daniel Massry, Vice President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

ROYAL OAKS MANAGEMENT CORP.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on October 20, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

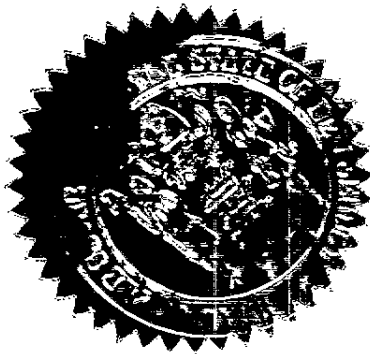
Daniel Massry
C/O Wharton Realty Group, Inc.
2100 Route 35, Ste A
Sea Girt, NJ 08750

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97 DEC 24 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

ROYAL OAKS MANAGEMENT CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of December, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State