

R D MANAGEMENT CORP.

810 SEVENTH AVENUE, 28TH FLOOR • NEW YORK, NEW YORK 10019 • (212) 265-6600 • FAX (212) 459-9133

F980000000344

January 15, 1998

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****157.50 *****78.75

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm Beach, FL
File #FE-534

Dear Sir/Madame,

Enclosed please find applications by the following foreign entities for authorization to transact business in Florida: Palm Beach Regal, L.P. and FB Palm Beach Corp. Also enclosed is a check in the amount of One Hundred Fifty Seven Dollars and Fifty Cents (\$157.50) for fees. Please return a stamped copy of each application as evidence of its filing.

Please feel free to call me if you have any comments or questions about the enclosed.

Very truly yours,



Eve Shaftel
Special Counsel

98 JAN 20 PM 3:37
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ES/hs
Enclosure

cc: Michael D. Treacy, Esq.

Shaftel\Flor0115

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. FB Palm Beach 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 3. 13-3971168
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 27, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 15, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 810 Seventh Avenue, 28th Floor
New York, NY 10019
(Current mailing address)

8. Real estate development
(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: Stanley L. Murray

Office Address: 82-60 S.W. 87th Terrace

Miami, Florida, 33143
(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.

Stanley Murray
(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: Richard Birdoff

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

Vice Chairman: Jay Furman

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard Birdoff

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

Vice President: Jay Furman

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

Secretary: Jay Furman

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

Assistant Secretary: Robert Grossman

~~Treasurer~~

Address: 810 Seventh Avenue, 28th Floor
New York, NY 10019

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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.)

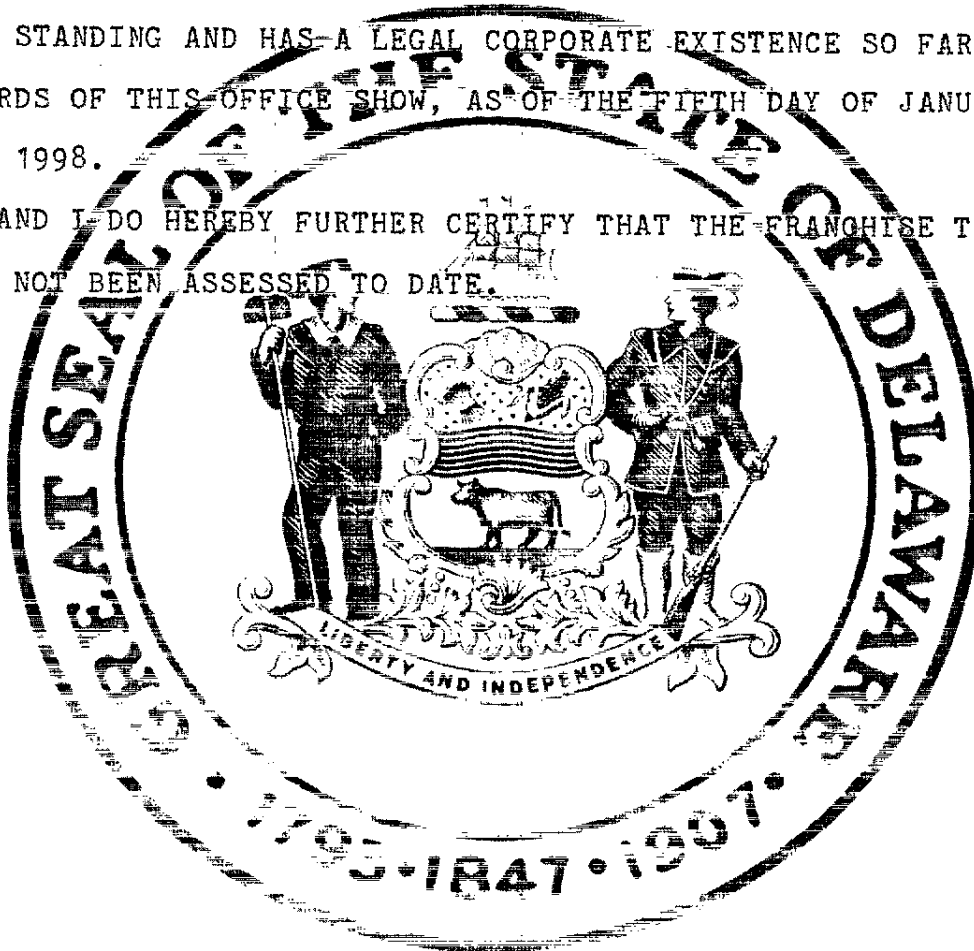
14. Richard Birdoff, Chairman

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FB PALM BEACH 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 FIFTH DAY OF JANUARY, A.D. 1998.

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
98 JAN 20 PM 3:38



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8848604

DATE: 01-05-98