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ACCOUNT NO. : 072100000032

REFERENCE : 689892 4804909

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 689892-005

CUSTOMER NO: 4804909

800002418018--6

CUSTOMER: Gayle S. Finger, Legal Asst
Miro Weiner & Kramer
Suite 100
500 North Woodward Avenue
Bloomfield Hill, MI 48303

FOREIGN FILINGS

NAME: TAUB-CO-FLA, INC.

FILED
98 FEB -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/2

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

RECEIVED
98 FEB -2 AM 10:50
DIVISION OF CORPORATION

**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. Taub-Co-Fla. 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. Michigan 3. Applied For
(State or country under the law of which it is incorporated) (FFI number, if applicable)

4. 1/27/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of this Application for Authority in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 200 East Long Lake Road
Bloomfield Hills, Michigan 48304
(Current mailing address)

8. Real Estate Acquisition and Development
(Purposes) 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:

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: [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.

98 FEB -2 AM 11:08
FILED
TALLAHASSEE
FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director ~~XXXXXXXXXX~~: Robert S. Taubman

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

Director: William S. Taubman

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

Director: Lisa A. Payne

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

B. OFFICERS

President: Robert S. Taubman

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

Exec. Vice President: William S. Taubman

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

Secretary: Dennis J. Hecht

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

EVP/CFO/ Treasurer: Lisa A. Payne

Address: 200 East Long Lake Road

Bloomfield Hills, MI. 48304

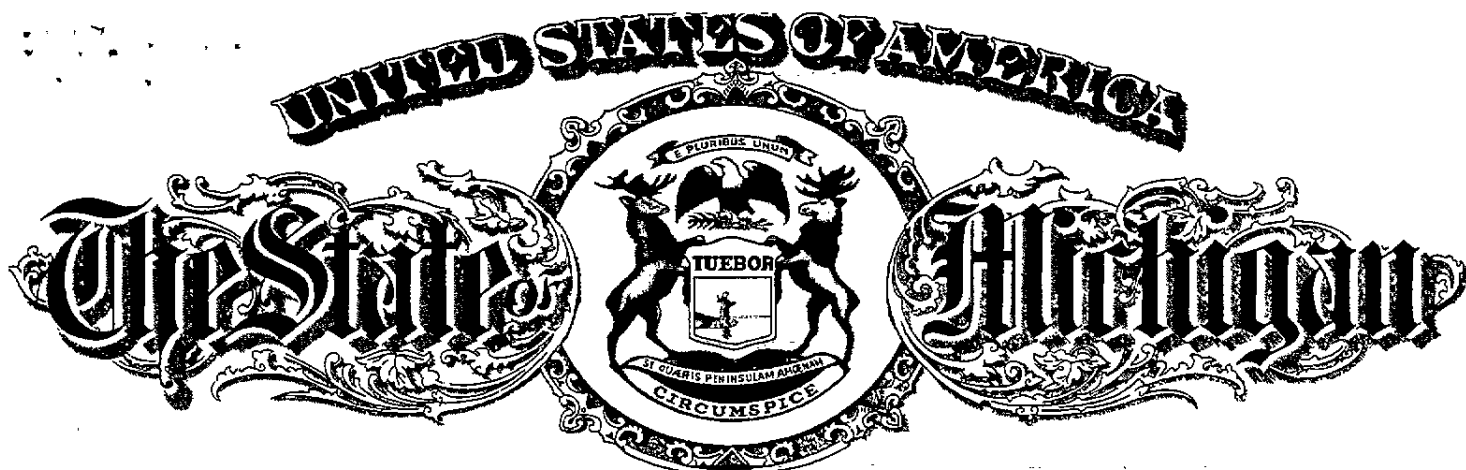
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. ** SEE BELOW FOR ADDITIONAL OFFICER

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

14. Dennis J. Hecht, Secretary
(Typed or printed name and capacity of person signing application)

****Vice President** Gerald R. Poissant
200 East Long Lake Road
Bloomfield Hills, Michigan 48304

FILED
98 FEB -2 AM 11:08
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

TAUB-CO-FLA, INC.

a Michigan profit corporation, was incorporated on January 27, 1998 and said corporation is in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of January, 1998.

Director
Corporation, Securities and Bond Development Bureau