

MAR 17 '98 12:14 FROM:RMW,P.A.

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FLORIDA DIVISION OF CORPORATIONS

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((H98000005158 4))

TO: DIVISION OF CORPORATIONS  
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FAX #: (850)922-4

FROM: RUTHERFORD, MULHALL & WARGO, P.A.  
301

ACCT#: 075753002

CONTACT: KATHLEEN M GOODRICH  
PHONE: (561)241-1600

FAX #: (561)241-3

815

NAME: 441 SHOPPING CENTER CORP.

AUDIT NUMBER.....H98000005158

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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*W98-5931*

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1998

RUTHERFORD, MULHALL & WARGO, P.A.  
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SUBJECT: 441 SHOPPING CENTER CORP.  
REF: W98000005931

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in the application. If the corporation has not yet transacted business in Florida within this meaning, please put "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6095.

Jennifer Sindt  
Document Examiner

FAX Aud. #: H98000005158  
Letter Number: 898A00014373

Fax Audit Number: H98000005158

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. The name of the Corporation is:  
441 SHOPPING CENTER CORP.
2. The corporation is incorporated in the state of DELAWARE.
3. The corporation was incorporated on March 13, 1998.
4. The corporation's duration is perpetual.
5. The Federal Employer's Identification Number has been applied for.
6. The street address of the principal office is c/o Rutherford, Mulhall & Wargo, PA, 2600 N Military Trail, Fourth Floor, Boca Raton, FL 33431. Current mailing address is: 242 East 51st Street, New York, NY 10022.
7. Date first transacted business in Florida is upon qualification.
8. The corporation is engaged in developing real estate and providing consulting, research, planning, management, financial brokerage and other services related thereto.
9. Names and addresses of the current officers and directors:

Melvyn R. Oestreich Director/President	120 East 56th Street New York, New York 10022
Steven Goodstein Director/Vice President	242 East 51st Street New York, New York 10022

Prepared By:  
SETH I. COHEN, ESQ.  
FLORIDA BAR NO. 933597  
2600 N. Military Trail  
Fourth Floor  
Boca Raton, FL 33431  
(561) 241-1600

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Shep Brozman  
Director/Secretary

820 Park Avenue  
New York, New York 10021

Thomas E. LaSala  
Director/Treasurer

66 Palmer Avenue  
Bronxville, New York 10708


10. Name and street address of Florida registered agent: Seth I. Cohen, 2600 N Military Trail, Fourth Floor, Boca Raton, FL 33431.

11. Registered Agent's acceptance:  
Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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.



SETH I. COHEN, Registered Agent

12. 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 the State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13.  President  
(Signature of Chairman, Vice Chairman, or any officer/director listed in number 9 of the application).

14. MELVYN R. OESTREICH, President

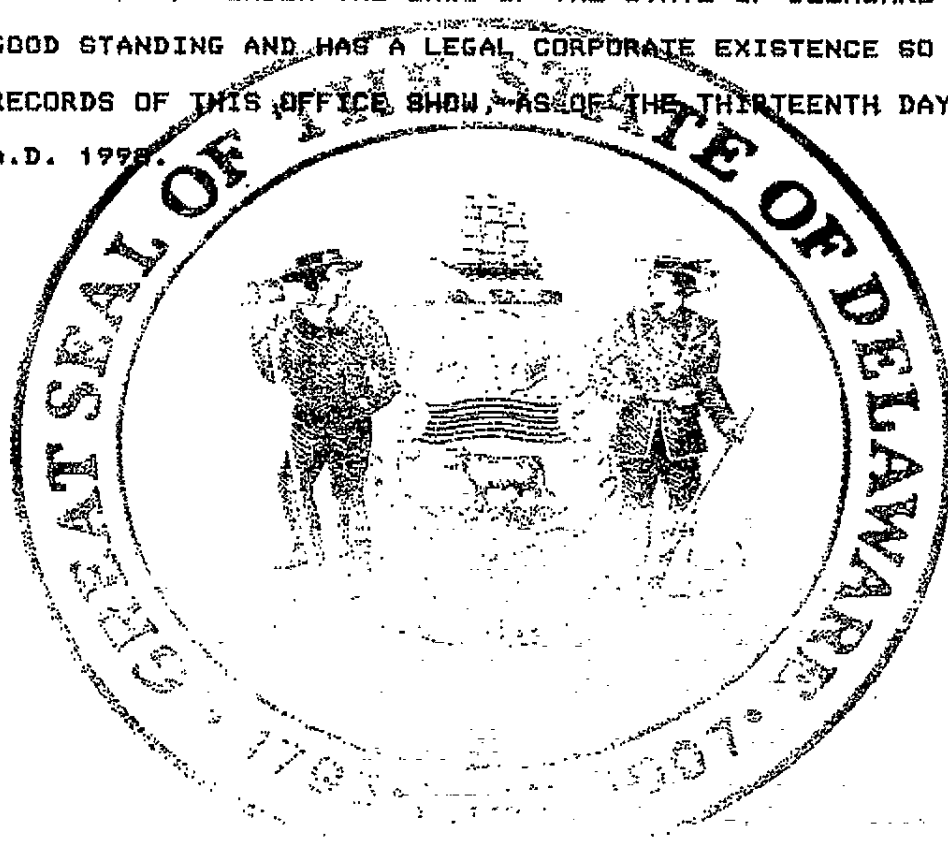
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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "441 SHOPPING CENTER 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 THIRTEENTH DAY OF MARCH, A.D. 1998.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8970689

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DATE: 03-13-98