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C T Corporation System  
 Requestor's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, FL 32301  
 City State Zip Phone

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 -03/23/98--01036--013  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

400002464734--5  
 -03/23/98--01036--014  
 \*\*\*\*\*52.50 \*\*\*\*\*52.50

**CORPORATION(S) NAME**

*TIAA Realty, Inc.*

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# 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. TIAA REALTY, 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. 13-3735020  
(FEI number, if applicable)

4. September 1, 1993  
(Date of incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 730 Third Avenue  
New York, N. Y. 10017  
(Current mailing address)

8. To engage in the business of a real estate investment trust.  
(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:

Name: CT Corporation System  
Registered Office  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

Charles W Meyer  
(Registered agent's signature) (Officer)

Charles W Meyer, Asst. Secy.  
(Type Name and Title of Officer)

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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: See Attached

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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. Robert E. Hallinan, Assistant Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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TIAA REALTY, INC.

All individuals having a business address at:

730 Third Avenue, New York, New York 10017

Director: Charles W. Wyllie

Officers:

Chairman and President

Joseph W. Luik

Senior Vice Presidents

Philip R. DiGennaro  
Jonathan D. Kurnit

Senior Vice President, Chief  
Financial Officer and Treasurer

Gerald K. McCullough

Vice Presidents

James P. Garofalo  
Nicholas E. Stolatis

Assistant Vice Presidents

Joanne Fay  
Anthony Roberts

Secretary

Mark L. Serlen

Assistant Secretaries

Robert E. Hallinan  
Phillip T. Rollock  
Joseph Romano

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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 "TIAA REALTY, 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8978583

DATE:

03-18-98