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ACCOUNT NO. : 072100000032

REFERENCE : 789745 163137A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : April 21, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 789745-010

CUSTOMER NO: 163137A

CUSTOMER: Asst Vice Pres Rhonda Matty
Credit Suisse First Boston
11 Madison Avenue
26th Floor
New York, NY 10010-3629

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FOREIGN FILINGS

****FILE FRIST*****

NAME: THURMAN MULTIFAMILY HOLDINGS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

4/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 3:41

RECEIVED
98 APR 28 PM 1:54
DIVISION OF CORPORATION

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. Thurman Multifamily Holdings, 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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 3, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon the filing of this application.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 11 Madison Avenue, New York, NY 10010
(Current mailing address)
8. Holding company.
(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)

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: [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.

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: Lawrence A. Shelley
Address: 11 Madison Avenue
New York, NY 10010

Director
Vice Chairman: Stewart W. Dauman
Address: 11 Madison Avenue
New York, NY 10010

Director: William Adamski
Address: 11 Madison Avenue
New York, NY 10010

Director: Mark Finerman
Address: 11 Madison Avenue
New York, NY 10010

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

President: Stewart W. Dauman
Address: 11 Madison Avenue
New York, NY 10010


Vice President: Mark Finerman
Address: 11 Madison Avenue
New York, NY 10010

Secretary: Lori M. Russo
Address: 11 Madison Avenue
New York, NY 10010

Treasurer: Lewis Wirshba
Address: 11 Madison Avenue
New York, NY 10010

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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. Rhonda G. Matty, Assistant Secretary
(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

12. Continued

William Adamski, Vice President
11 Madison Avenue
New York, NY 10010

Gregory Burnes, Vice President
11 Madison Avenue
New York, NY 10010

Priscilla Horning, Vice President
11 Madison Avenue
New York, NY 10010

Rhonda G. Matty, Assistant Secretary
11 Madison Avenue
New York, NY 10010

Thomas Zingalli, Controller
11 Madison Avenue
New York, NY 10010

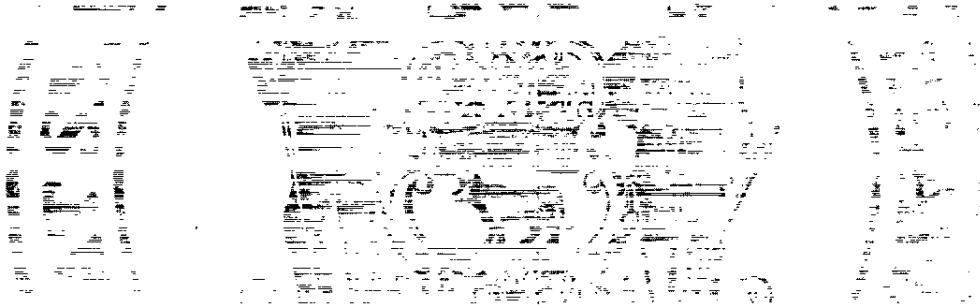
Thomas DeGennaro, Director of Taxes
11 Madison Avenue
New York, NY 10010

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THURMAN MULTIFAMILY HOLDINGS, 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 TWENTY-SEVENTH DAY OF APRIL, 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 APR 28 PM 3:45

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Edward J. Freel

9046430

04-27-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: