

Document Number Only

F98000002700

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Insignia Financial Group, Inc.

900002520609--6
-05/12/98-D1074-003
*****70.00 *****70.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Other
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

RECEIVED
98 MAY 12 AM 11:15
DIVISION OF CORPORATIONS

05/12

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

MAY 11 1998

Thanks,
Jeff

98 MAY 12 PM 1:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Insignia Financial Group, 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. 57-0925981
(FEI number, if applicable)

4. July 20, 1990
(Date of incorporation)

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

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

7. One Insignia Financial Plaza
Greenville, SC 29602
(Current mailing address)

8. See attached purpose clause
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:20

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.

C T Corporation System

Mary R. Adams
(Registered agent's signature) (Officer)

Mary Adams, Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Andrew L. Farkas

Address: 75 Beattie Place
Greenville, South Carolina 29601

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Yvonne F. Owens Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:20

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Insignia Financial Group, Inc.**

To act as general partner of a limited partnership, the purpose of which is to manage real property and engage in other business related to management and ownership of real property and to do and perform all acts and to conduct all business permitted by applicable laws of Delaware, and permitted under the Business Corporation Act of each state it is seeking qualification.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:20

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Insignia Financial Group, Inc.**

1. Andrew L. Farkas, President and CEO
75 Beattie Place
Greenville, South Carolina 29601
2. James A. Aston, Chief Financial Officer
75 Beattie Place
Greenville, South Carolina 29601
3. Ronald Uretta, Chief Operating Officer and Treasurer
75 Beattie Place
Greenville, South Carolina 29601
4. Adam B. Gilbert, General Counsel and Secretary
75 Beattie Place
Greenville, South Carolina 29601
5. Martha Long, Senior Vice President - Finance and Controller
75 Beattie Place
Greenville, South Carolina 29601
6. Kelley M. Buechler, Assistant Secretary
75 Beattie Place
Greenville, South Carolina 29601
7. Yvonne Owens, Assistant Secretary
75 Beattie Place
Greenville, South Carolina 29601

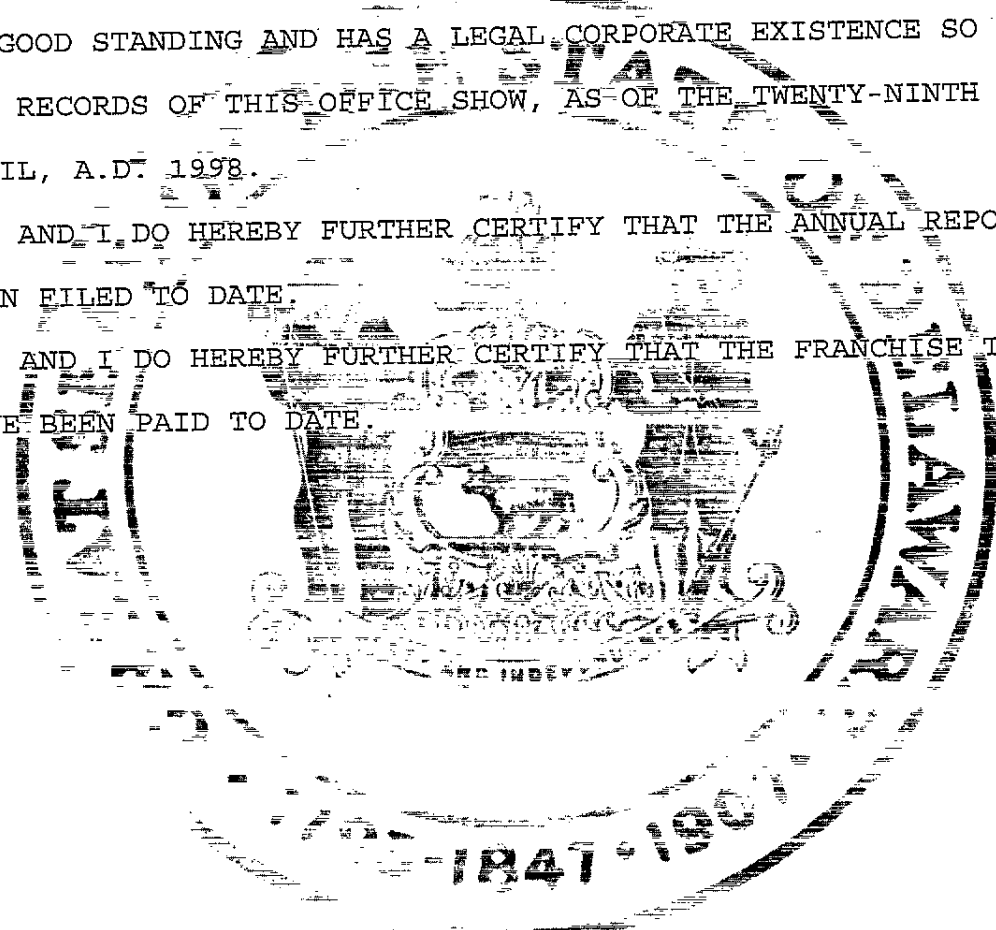
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:20

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INSIGNIA FINANCIAL GROUP, 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-NINTH DAY OF APRIL, 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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 1:21



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2236586 8300

DATE: 9052373

981163109

04-29-98