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LAW OFFICES

COHEN, TODD, KITE & STANFORD, LLC

WILLIAM MCD. KITE
ALFRED M. COHEN
STANLEY L. STANFORD
BURGESS L. DOAN †
DAVID H. TODD
JOHN G. COBBY †
TERRENCE A. MIRE
MARC W. RUBIN
MICHAEL J. BOYLAN
THOMAS H. BERGMAN
RICHARD D. NELSON
ROBERT S. RUBIN
TODD BRIAN PORTUNE
THOMAS C. KILCOYNE †
MICHAEL R. SCHMIDT †
HANS M. ZIMMER
ANDREW C. EMMERT
DONALD J. RAFFERTY
JANET L. HOUSTON
JOHN L. O'SHEA
ERIC H. KEARNEY
R. FRED KEITH †
ANN B. MILLER
JANET B. CAMPBELL
DENISE C. LEE
STEPHEN E. WHARTON
MATTHEW MCD. KITE
LAWRENCE J. BROKAMP

CINCINNATI OFFICE:
16TH FLOOR, 525 VINE STREET
Cincinnati, Ohio 45202-3124

TELEPHONE: (513) 421-4020
FAX (513) 241-4490

PHILIP A. COHEN (1896-1970)
HAWLEY TODD (1909-1985)
PAUL A. NEMANN (1945-1990)

OF COUNSEL:
CLARENCE E. BARNES
SAMUEL J. GINSBURG
JOHN W. KILCOYNE
W. GARY KING
MARVIN L. MARTIN **

† ALSO ADMITTED IN KENTUCKY
** ADMITTED ONLY IN CALIFORNIA

FAIRFAX OFFICE:
SUITE 212, 5710 WOOSTER PIKE
CINCINNATI, OH 45227
TELEPHONE (513) 272-1200
FAX (513) 272-1230

NORTHERN KENTUCKY OFFICE:
9TH FLOOR, 1 RIVERFRONT PLACE
NEWPORT, KENTUCKY 41071
TELEPHONE (606) 261-6800

June 10, 1998

via federal express
Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: SOUTHGATE TAMPA INDUSTRIAL, INC.

Dear Sir or Madam:

Enclosed please find the *Application By Foreign Corporation For Authorization To Transact Business In Florida* pertaining to the above-referenced entity. Also enclosed is a check in the amount of \$131.25 to cover the registration fee, fee for a certificate of status as well as the fee for a certified copy. Please return certification of filing to the undersigned using the enclosed Federal Express envelope.

Thank you in advance for your assistance. Please feel free to contact the undersigned at (513) 421-4020 should you have any questions.

Sincerely,



Jill R. McGrail,
Legal Assistant to Thomas H. Bergman

/jrm
enclos.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:46
H2 416

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400002558564--3
-06/12/98--01076--007
****131.25 ****131.25

SUBJECT: SOUTHGATE TAMPA INDUSTRIAL, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Hans M. Zimmer

(Name of Person)

Cohen, Todd, Kite & Stanford, LLC

(Firm/Company)

525 Vine Street, 16th Floor

(Address)

Cincinnati, Ohio 45202

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Hans M. Zimmer

(Name of Person)

at (513) 421-4020

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1998

JILL R. MCGRAIL
COHEN, TODD, ET AL.
525 VINE ST, 16TH FLOOR
CINCINNATI, OH 45202-3124

SUBJECT: SOUTHGATE TAMPA INDUSTRIAL, INC.
Ref. Number: W98000013617

We have received your document for SOUTHGATE TAMPA INDUSTRIAL, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00033083

**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. SOUTHGATE TAMPA INDUSTRIAL, 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. _____
(FEI number, if applicable)
4. APRIL 27, 1998
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. HAVE NOT TRANSACTED BUSINESS AS OF YET
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o QUADRELLE REALTY SERVICES, ONE WEST AVENUE, LARCHMONT, NEW YORK 10538

(Current mailing address)
8. REAL ESTATE OWNERSHIP
(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)

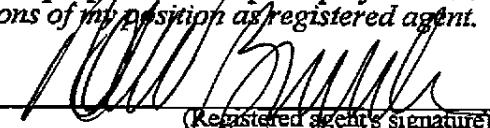
Name: ROBERT BRUDERMAN

Office Address: 551 NW 77th Street, Suite 100

Boca Raton, Florida, 33487
(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.



(Registered agent's signature)
ROBERT BRUDERMAN

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: Barry Lang

Address: 5980 E. Terra Grande

Tucson, Arizona 85750

Vice Chairman: Gerald Wendel

Address: 215 S. Monarch Street, Suite 202

Aspen, Colorado 81611

Director: Stuart Lichter

Address: 4300 Via Alondra

Palos Verdes Estates, California 90274

Director: _____

Address: _____

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

President: Barry Lang

Address: 5980 E. Terra Grande

Tucson, Arizona 85750

Vice President: Gerald Wendel

Address: 215 S. Monarch Street, Suite 202

Aspen, Colorado 81611

Assistant Secretary: Thomas H. Bergman

Address: 525 Vine Street, 16th Floor

Cincinnati, Ohio 45202

Treasurer: Stuart Lichter

Address: 4300 Via Alondra

Palos Verdes Estates, California 90274

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

13. Thomas H. Bergman Thomas H. Bergman, Assistant Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas H. Bergman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHGATE TAMPA INDUSTRIAL 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 FIFTEENTH DAY OF JUNE, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:46



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9138090

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06-15-98