

Document Number Only

F98000003889

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

W98-14659

CEDAR INCOME FUND, LTD. CORP.

000002572800--7

-06/26/98--01001--023

*****70.00 *****70.00

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ UCC FILING

☐ Other

☐ Change of R.A. Name

☐ Fictitious Name

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

98 JUL -7 AM 11:01

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98 JUN 25 PM 2:51
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RECEIVED

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.F. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Please call Jeff Butterfield
if any problems/questions

THANKS !



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

CT CORPORATION SYSTEM
ATTN: JEFF BUTTERFIELD

SUBJECT: CEDAR INCOME FUND, LTD. CORP.
Ref. Number: W98000014659

We have received your document for CEDAR INCOME FUND, LTD. CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 898A00035017

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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. Cedar Income Fund, Ltd. Corp.

(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. Maryland

(State or country under the law of which it is incorporated)

3.

11-3440062

(FEI number, if applicable)

4. June 12, 1998

(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.

44 South Bayles Avenue, Port Washington, New York 11050

(Current mailing address)

8.

The purpose of the corporation is to operate as a Real Estate Investment Trust

(REIT)

(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)

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



(Registered agent's signature) (Officer)

Patrick A. Nolan

Assistant Secretary

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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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. Brenda J. Walker, Vice President

(Typed or printed name and capacity of person signing application)

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Officers of Cedar Income Fund, Ltd.

<u>Name</u>	<u>Business Address</u>
Leo S. Ullman, President	44 South Bayles Avenue Port Washington, NY 11050
Brenda J. Walker, Vice President and Treasurer	44 South Bayles Avenue Port Washington, NY 11050
John Fasciano, Vice President	44 South Bayles Avenue Port Washington, NY 11050
Stuart Widowski, Secretary	44 South Bayles Avenue Port Washington, NY 11050
Ann Manieri, Comptroller	44 South Bayles Avenue Port Washington, NY 11050

Directors of Cedar Income Fund, Ltd.

<u>Name</u>	<u>Business Address</u>
Leo S. Ullman	44 South Bayles Avenue Port Washington, NY 11050
J.A.M.H. der Kinderen	44 South Bayles Avenue Port Washington, NY 11050
Everett B. Miller III	44 South Bayles Avenue Port Washington, NY 11050
Brenda J. Walker	44 South Bayles Avenue Port Washington, NY 11050
Jean-Bernard Wurm	44 South Bayles Avenue Port Washington, NY 11050

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STATE OF MARYLAND

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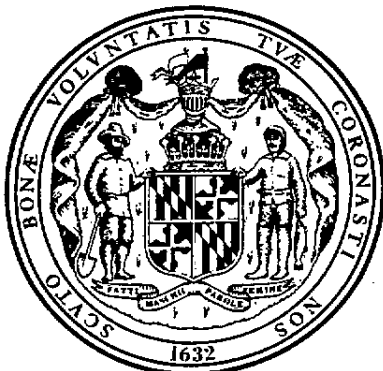
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CEDAR INCOME FUND, LTD. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 24TH DAY OF JUNE, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II