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CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32310 222-1092
City State Zip Phone

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CORPORATION(S) NAME

Delray West, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Delray West, 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. Applied For
(FEI number, if applicable)
4. July 9, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 54 State Street
Albany, NY 12207
(Current mailing address)
8. Serve as managing member of Delray West, LLC, which will own certain real property
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of in Delray Beach, FL Florida)

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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

Connie Bryan
(Registered agent's signature) (Officer)

Spec. Asst. Secy, Connie Bryan
(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 (Street address only - P.O. Box **NOT** acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Carl Vercollone

Address: 54 State Street
Boston, MA 02109

Director: _____

Address: _____

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

President: Carl Vercollone

Address: 54 State Street
Boston, MA 02109

Vice President: _____

Address: _____

Secretary: Carl Vercollone

Address: 54 State Street
Boston, MA 02109

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Treasurer: Carl Vercollone

Address: 30 Federal Street

Boston, MA 02109

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

13. *Carl R. Vercollone*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carl Vercollone, President
(Typed or printed name and capacity of person signing application)

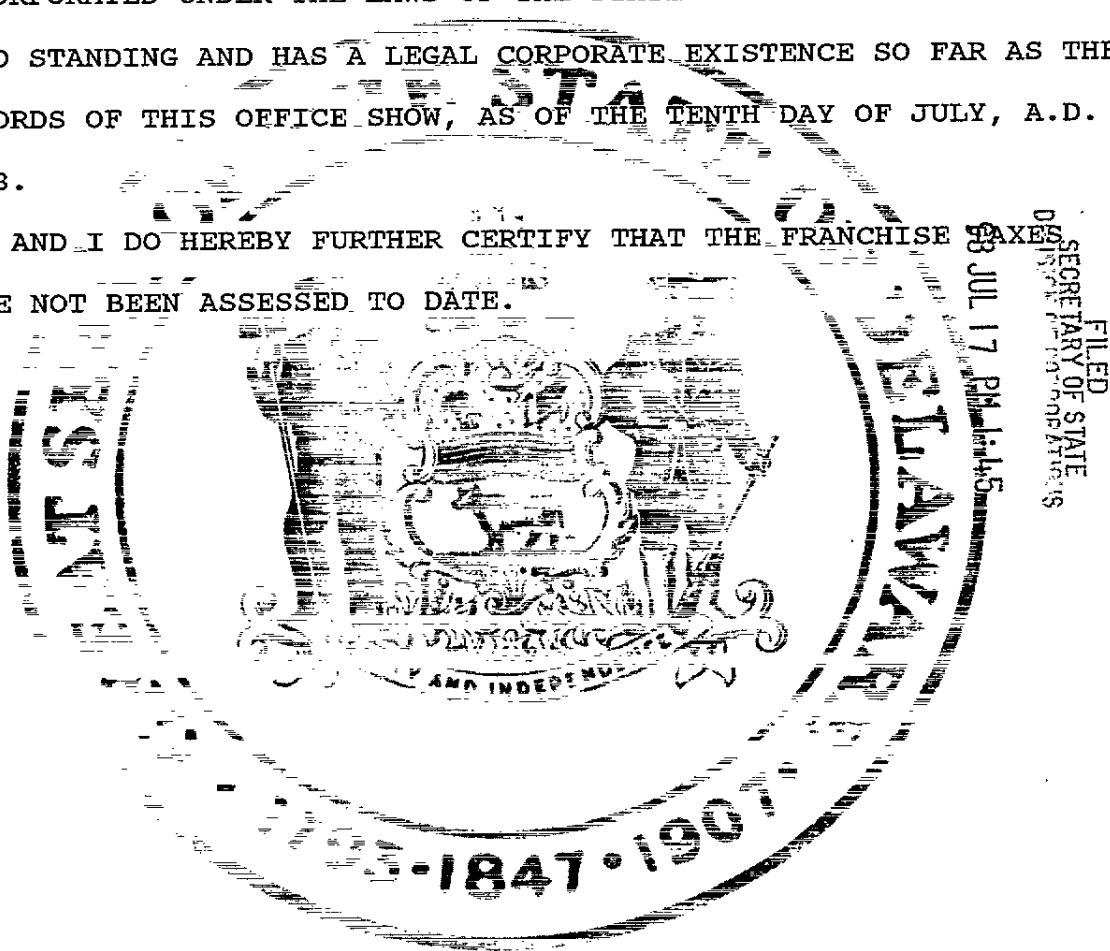
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELRAY WEST, 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 TENTH DAY OF JULY, 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
DELRAY, DELAWARE
JUL 17 PM 4:45




Edward J. Freel, Secretary of State

2918808 8300

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AUTHENTICATION:

9188208

DATE:

07-10-98