

Document Number Only

F980000004543

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

000002611550--1
-08/10/98--01051--020
*****70.00 *****70.00

Baytown Industrial Realty Corporation

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TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

AUG 10 1998

Thanks,
Jeff

8/10/98

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DIVISION OF CORPORATION

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. Boynton Industrial Realty Corporation
(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 15, 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 817.155, F.S.))
7. c/o J.P. Morgan Investment Management Inc.
522 Fifth Avenue, New York, New York 10036
(Current mailing address)
8. Acquire and hold title to real property
(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)

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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.

Jonathan Giddings C T CORPORATION SYSTEM
(Registered agent's signature) (Officer)
Jonathan Giddings, Asst. Secy.
(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: Please see attached.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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DIRECTORS

NAME	ADDRESS
ANNE S. PFEIFFER	23 WALL STREET, NEW YORK, NY 10260-0023
KARYN K. BENDIT	"
TIMOTHY J. HEISE	"
JAMES S. OLSON	"
DONALD K. WIEST, JR.	"

OFFICERS

TITLE	ADDRESS
PRESIDENT	DONALD K. WIEST, JR. 23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND TREASURER	KARYN K. BENDIT
VICE PRESIDENT AND ASSISTANT SECRETARY	ERLING ASHEIM
VICE PRESIDENT AND ASSISTANT SECRETARY	MICHAEL G. ASTARITA
VICE PRESIDENT AND ASSISTANT SECRETARY	JERRY W. BAIRD
VICE PRESIDENT AND ASSISTANT SECRETARY	M. DOUGLAS BISSET
VICE PRESIDENT AND ASSISTANT SECRETARY	MARK J. BONAPACE
VICE PRESIDENT AND ASSISTANT SECRETARY	JOSEPH J. BOWAR
VICE PRESIDENT AND ASSISTANT SECRETARY	AKRAM S. BUSAIDY
VICE PRESIDENT AND ASSISTANT SECRETARY	LISA M. CZACHOR
VICE PRESIDENT AND ASSISTANT SECRETARY	DAVID CHEN
VICE PRESIDENT AND ASSISTANT SECRETARY	WILLIAM N. CINNAMOND, JR.
VICE PRESIDENT AND ASSISTANT SECRETARY	ANN E. COLE
VICE PRESIDENT AND ASSISTANT SECRETARY	WAYNE A. COMER
VICE PRESIDENT AND ASSISTANT SECRETARY	SHERYL M. CROSLAND
VICE PRESIDENT AND ASSISTANT SECRETARY	ALFRED DORT

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OFFICERS (CONTINUED)

TITLE	NAME	ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	KEVIN J. FAXON	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	EVAN M. GRAF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	TIMOTHY J. HEISE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DOUGLAS P. LAWRENCE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES C. McLOUGHLIN	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JUSTIN M. MURPHY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	H. HERBERT MYERS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JULIE NEGRON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	GEORGE L. OCHS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES S. OLSON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	SCOTT G. ONUFREY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	ANNE S. PFEIFFER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MONA PRESBY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MATTHEW SCHMELZER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDERICK N. SHEPPARD	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DONNA M. STAUFENBERG	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDRICK M. STOLERU	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MARGARET VAN WINKLE	"

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OFFICERS (CONTINUED)

TITLE		ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	DANIEL VOLPANO	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES M. WALSH	"
VICE PRESIDENT AND ASSISTANT SECRETARY	PETER B. WEED	"
SECRETARY AND ASSISTANT TREASURER	ANNE M. MANCUSO	"

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Treasurer: _____

Address: _____

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

13. Justin M. Murphy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Justin M. Murphy, Vice President
(Typed or printed name and capacity of person signing application)

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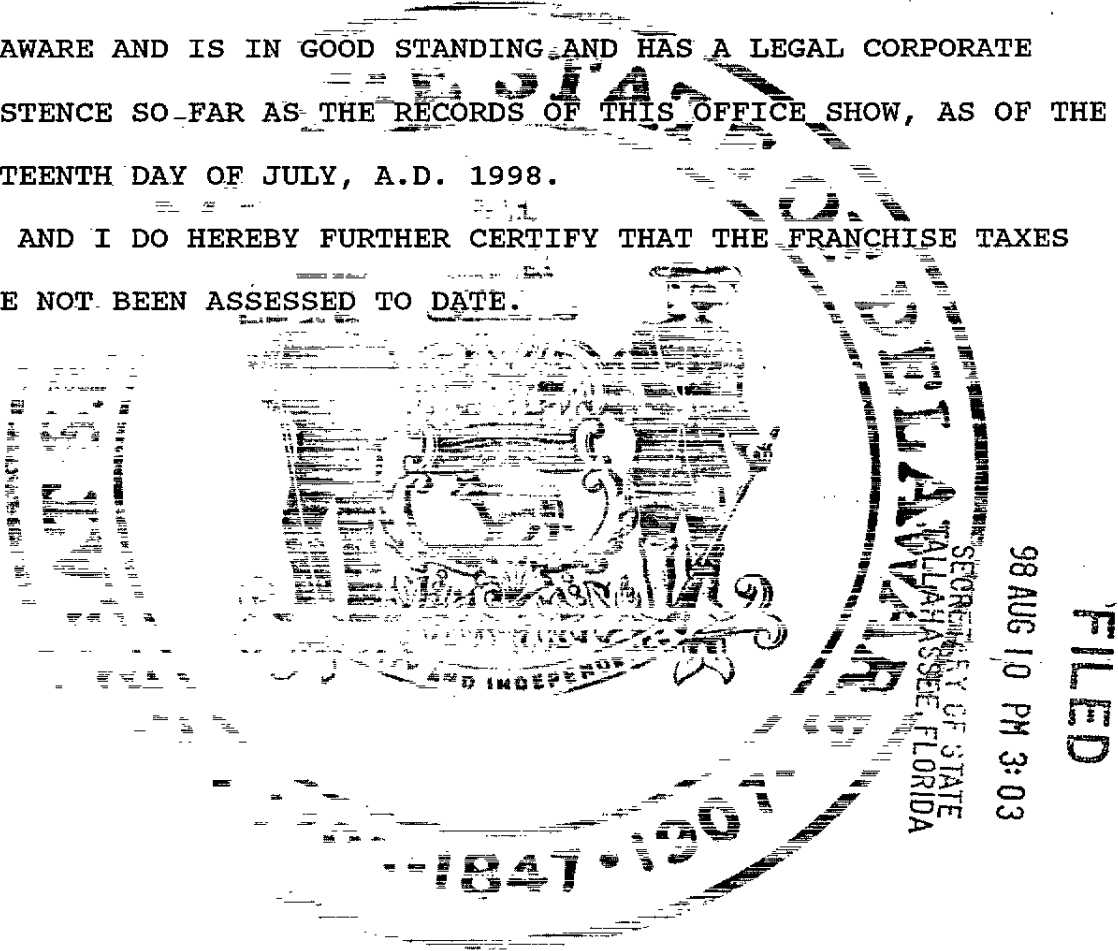
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOYNTON INDUSTRIAL REALTY CORPORATION" 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 SIXTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

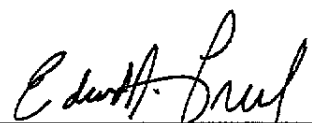


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TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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