

F98000004603



ACCOUNT NO. : 072100000032

REFERENCE : 921786 4809298

AUTHORIZATION *Patricia Pizutto*

COST LIMIT : \$ 70.00

ORDER DATE : August 10, 1998

ORDER TIME : 11:10 AM

ORDER NO. : 921786-010

CUSTOMER NO: 4809298

CUSTOMER: Ms. Marci L. Sacco
Riker, Danzig, Scherer, Hyland
Headquarters Plaza II
One Speedwell Avenue
Morristown, NJ 07962-1981

FOREIGN FILINGS

NAME: HILLSBOROUGH GALLERIA
MANAGEMENT CORP.

3000002614139--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILE
151
98 AUG 12 AM 1:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dy 8/12/98

RECEIVE
98 AUG 12 PM 12
DIVISION OF CORPORATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Hillsborough Galleria Management 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. New Jersey

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

3. 22-3582702

(FEI number, if applicable)

4. 6/15/98

(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 617.155, F.S.))

7. c/o Wharton Realty Group, Inc.

2100 Route 35, Suite A, Sea Girt NJ 08750

(Current mailing address)

8.

ownership and operation of commercial shopping center

(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 **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By:

Zulma M. Howarth, Asst V.P.

(Registered agent's signature)

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: Saul R. Tawil

Address: c/o Wharton Realty Group, Inc.

2100 Route 35, Suite A, Sea Girt NJ 08750

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Saul R. Tawil

Address: c/o Wharton Realty Group, Inc.

2100 Route 35, Suite A, Sea Girt NJ 08750

Vice President: Daniel Massry

Address: c/o Wharton Realty Group, Inc.

2100 Route 35, Suite A, Sea Girt NJ 08750

Secretary: _____

Address: _____

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. _____

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

FILED
98 AUG 12 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HILLSBOROUGH GALLERIA MANAGEMENT CORP.

With the Previous or Alternate Name

HILLSBOROUGH PLAZA MANAGEMENT CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on June 15, 1998.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Daniel Massry
C/O Wharton Realty Group, Inc.
2100 Route 35, Ste A
Sea Girt, NJ 08750

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98 AUG 12 AM 1:45
SECRET
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HILLSBOROUGH GALLERIA MANAGEMENT CORP.

With the Previous or Alternate Name

HILLSBOROUGH PLAZA MANAGEMENT CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
11th day of August, 1998

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

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98 AUG 12 AM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA