

F98000004975



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 946156 5011226

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 946156-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Pamela Stiglitz
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

100002631081--2

FOREIGN FILINGS

NAME: RIC ROCKLEDGE MANAGEMENT
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

FILED
98 SEP -2 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 SEP -2 AM 10:43
DIVISION OF CORPORATION

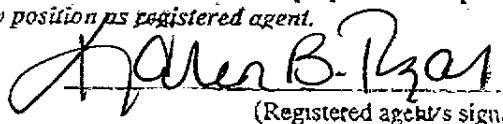
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. RIC ROCKLEDGE 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. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 5, 1998 5. Perpetual
(Date of incorporation) (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. 235 Moore Street, Suite 200
Hackensack, New Jersey 07601
(Current mailing address)
8. See attached "Exhibit A"
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301-2607
(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)

**Karen B. Rozar, Asst. Sec.
Corporation Service Company**

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)

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FLORIDA

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

Director: ~~xxxxxx~~ John Hanson

Address: 235 Moore Street
Hackensack, New Jersey 07601

Director: ~~xxxxxx~~ Peter Hanson

Address: 235 Moore Street
Hackensack, New Jersey 07601

Director: Stuart Alpert

Address: 235 Moore Street
Hackensack, New Jersey 07601

Director:

Address:

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

President: Norman A. Feinstein

Address: 100 Executive Drive
W. Orange, New Jersey 07052

Vice President: Peter Hanson

Address: 235 Moore Street
Hackensack, New Jersey 07601

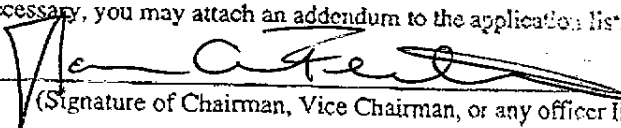
Secretary: Peter Hanson

Address: 235 Moore Street
Hackensack, New Jersey 07601

Treasurer: Peter Hanson

Address: 235 Moore Street
Hackensack, New Jersey 07601

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. Norman A. Feinstein, President

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

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EXHIBIT "A"

CORPORATE PURPOSES

The sole and exclusive purpose of the Corporation is to engage in the following business activities:

- a. To serve as a trustee (the "Independent Trustee") of RIC ROCKLEDGE TRUST, a Delaware business trust ("Trust") and to perform all obligations and to enjoy all rights and privileges afforded to it as Independent Trustee of such Trust pursuant to the Agreement and Certificate of Business Trust (together, the "Trust Agreement") and under applicable law;
- b. Enter into and perform any and all of its obligations under, and cause the Trust to enter into and to perform any and all of the Trust's obligations related to the acquisition of a ground lease interest in, management and leasing of certain real property by the Trust located in Rockledge, Florida ("Property"), which Property is improved by a building which is or will be leased (the "Lease") to The Southland Corporation or affiliate ("Tenant");
- c. To perform, and to cause the Trust to perform its obligations under its lease with Tenant ("Lease") and all other agreements with the Tenant and any other occupants of the Property;
- d. To execute, deliver and perform, and to cause the Trust to execute, deliver and perform, a certain Loan Agreement ("Loan Agreement") with Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a Division of Lehman Brothers Holdings Inc., as Lender (the "Lender"); to cause the Trust to grant the Lender a Mortgage and Security Agreement and Fixture Financing Statement with respect to the Property, and an Assignment of Leases and Rents thereon and a pledge of any other of its assets, as security for such loan transaction, and to execute, deliver and perform, such other agreements, certificates, instruments and documents as may be necessary or convenient in connection with such loan transaction (collectively, the "Loan Documents");
- e. To borrow money and otherwise incur indebtedness from third parties and to pledge or otherwise grant security interests in its assets to secure such indebtedness, but only to the extent permitted hereunder;
- f. To execute, deliver and perform and to cause the Trust to execute, deliver and perform any and all other agreements or obligations related to the acquisition, ownership, management and operation of the property;
- g. To cause the Trust to elect to be organized as a Delaware business trust pursuant to 12 Del. C. §3801 et seq.;
- h. To take any and all other action necessary to maintain the existence of the Corporation as a corporation in good standing under the laws of the State of Delaware and/or to qualify the Corporation to do business as a foreign corporation in any other state in which such qualification, in the opinion of the Corporation,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

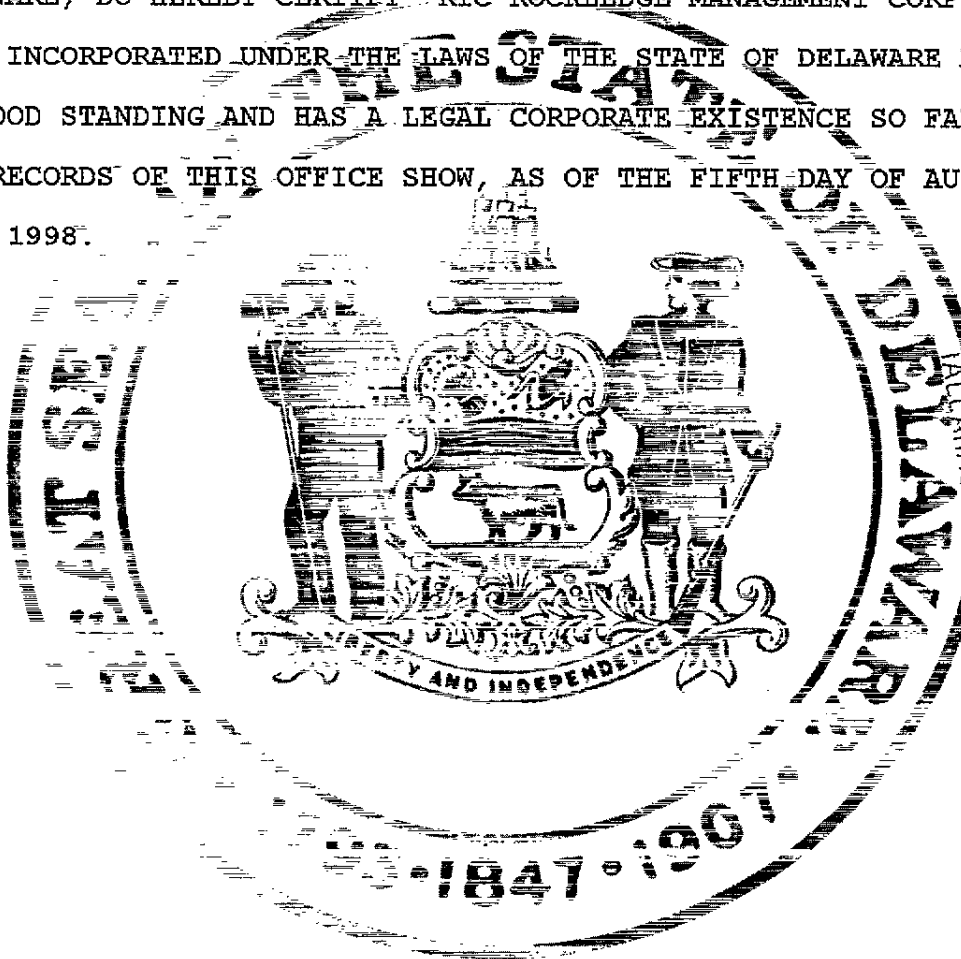
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIC ROCKLEDGE MANAGEMENT CORP." 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 FIFTH DAY OF AUGUST, A.D. 1998.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9236917

08-05-98

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