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October 21, 1998

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*****78.75 *****78.75

Qualification/Tax Lien Section
Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

TO:

RE:

Flatiron Property Corp.

ENCLOSURE:

Application by Foreign Corporation for Authorization to Transact
Business in Florida
Original Delaware Certificate of Existence
Firm Check: \$78.75

SPECIAL INSTRUCTIONS:

Please process the enclosed Application by Foreign Corporation on
behalf of Flatiron Property Corp., a Delaware corporation. Our firm
check is enclosed to cover the applicable fees as follows:

Filing fee	-	\$35.00
R/A Designation fee	-	35.00
Certificate of status	-	<u>8.75</u>
		\$78.75

If you have any questions regarding this matter, please do not
hesitate to contact me.

- ☐ PLEASE SIGN AND FORWARD
- ☐ PLEASE SIGN AND RETURN
- ☐ ENCLOSED FOR YOUR INFORMATION
- ☐ FOR YOUR APPROVAL AND COMMENTS
- ☐ ENCLOSED PURSUANT TO YOUR REQUEST
- ☐ PLEASE TELEPHONE FOR AN APPOINTMENT
- ☐ PLEASE FILE ORIGINAL AND RETURN CONFORMED COPY
- ☐ PLEASE COME IN TO SIGN PAPERS
- ☐ PLEASE TELEPHONE ME
- ☐ PLEASE RECORD
- ☐ CALENDARED FOR FURTHER ACTION

Nancy Barnes

Nancy R. Barnes, Paralegal

BY

Enclosures

daily.86

PLEASE ACKNOWLEDGE RECEIPT

10/23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 10:45

**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. Flatiron Property 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. 13-3802087
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 28, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 28, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 11 Madison Avenue *c/o Credit Suisse First Boston*
NY NY 10010
(Current mailing address)

8. Any lawful act or activity
(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:

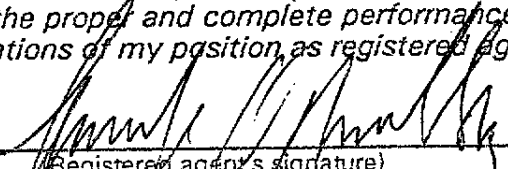
Name: Andrew M. O'Malley, Esquire
Carey, O'Malley, Whitaker & Manson, P.A.
Office Address: 712 South Oregon Avenue

Tampa, Florida, 33606
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 10:41

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)

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: ~~W. Ham~~ P. Potosky
Address: 11 Madison Avenue
NY NY 10010

Vice Chairman: N/A
Address: _____

Director: W. Ham Potosky
Address: 11 Madison Avenue
NY NY 10010

Director: Lawrence A. Shelley
Address: 11 Madison Avenue
NY NY 10010

B. OFFICERS


President: N/A
Address: _____

Vice President: Bruce McLean
Address: 11 Madison Avenue
NY NY 10010

Secretary: L. M. Russo
Address: 11 Madison Avenue
NY NY 10010

Treasurer: Diane Manno
Address: 11 Madison Avenue
NY NY 10010

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. Bruce McLean Vice President
(Typed or printed name and capacity of person signing application)

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 "FLATIRON PROPERTY 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 10:45





Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9312571

09-21-98