

# F99000000024

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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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-01/04/99--01053--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

GMH Asset Management, Inc.

- |  |   |  |
|--|---|--|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment                  | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit           |   |  |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Limited Liability Company |
| <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-1 Financing Statement  | <input type="checkbox"/> UCC-3 Filing              |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies               | <input type="checkbox"/> CUS                       |
| <input type="checkbox"/> Call When Ready     | <input checked="" 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            |   |  |

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NOTARIZATION DIVISION OF CORPORATION

25:11:53 4 JAN - 1999

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AL JAN 4 - 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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. GMH Asset Management, 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. \_\_\_\_\_

(FEI number, if applicable)

4. December 16, 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 817.156, F.S.))

7. 353 W. Lancaster Avenue, Wayne, Pennsylvania 19087

(Current mailing address)

8. real estate management

(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)

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

VICTOR A. DIAZ  
(Registered agent's signature) (Officer)  
Assistant Vice President

(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

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: See attached list of directors

Address: \_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_


Address: \_\_\_\_\_

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

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**GMH ASSET MANAGEMENT, INC.**  
**Officers and Directors**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Gary M. Holloway	Director and President	353 W. Lancaster Avenue Wayne, PA 19087
Bruce F. Robinson	Director, Vice President and Treasurer	353 W. Lancaster Avenue Wayne, PA 19087
Catherine Coyle	Director, Vice President and Secretary	353 W. Lancaster Avenue Wayne, PA 19087
Robert DiGiuseppe	Director and Assistant Secretary	353 W. Lancaster Avenue Wayne, PA 19087

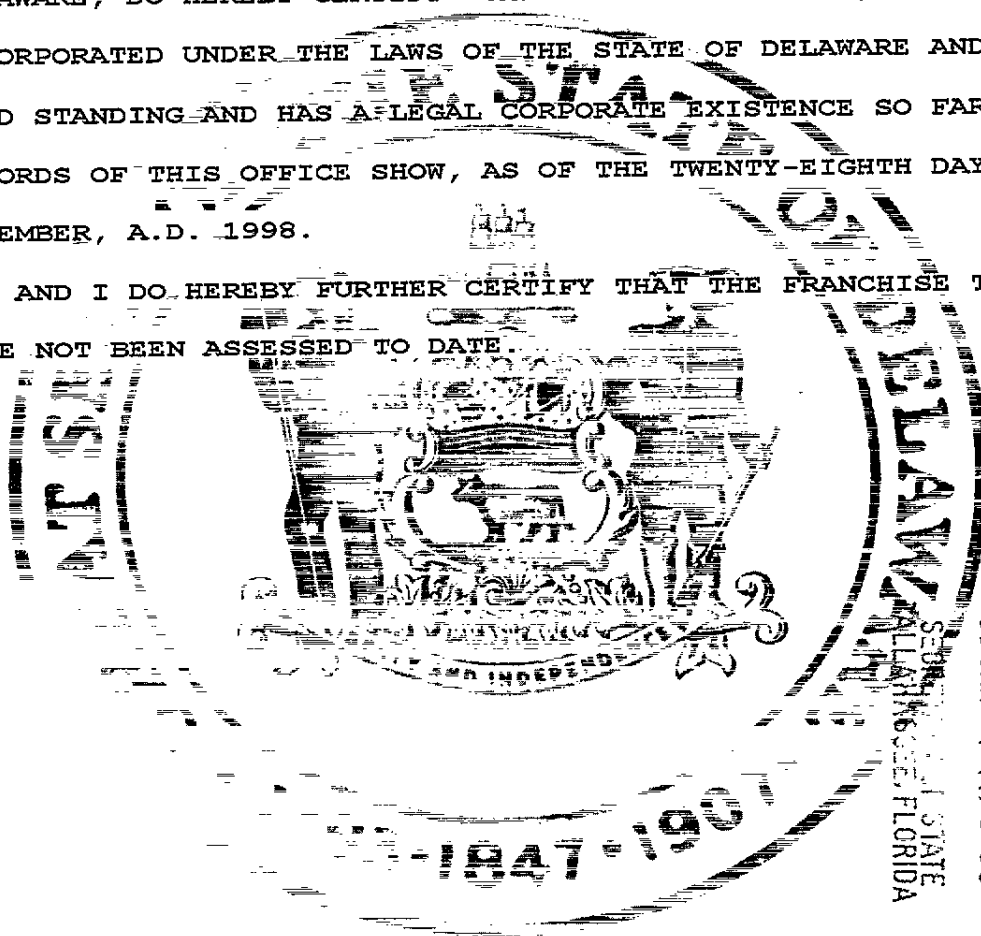
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 "GMH ASSET MANAGEMENT, 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998.

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



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FILED



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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