

F99000001173



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 087922 4301763

AUTHORIZATION :

COST LIMIT :

Patricia Pizant

*Per. Tamara: debit \$1220.00
for penalty fees + filing cost.*

ORDER DATE : January 5, 1999

ORDER TIME : 2:59 PM

ORDER NO. : 087922-005

CUSTOMER NO: 4301763

~~3900002735853~~

CUSTOMER: Barbara Toffler, Legal Asst
Parker Chapin Flattau & Klimpl
1211 Avenue Of The Americas
17th Floor
New York, NY 10036

4000002792204--2

RECEIVED

99 JAN -8 PM 3:58

DIVISION OF CORPORATION

FOREIGN FILINGS

Agnes -

Per our conversation - IS
our client's Affidavit
states their entity

XXXX

PLEASE

XX

has conducted business
in FL since 1998 -
Not 1996. We authorize
a debit to our account
of \$1320, covering
filing + penalty fees.

OF FILING:

W99-650
Pg. 653

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -2 PM 1:03

FILED

CONTACT PERSON: Tamara Odom



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

CSC

SUBJECT: SUN BUILDING PRODUCTS ADVISORS, INC.
Ref. Number: W99000000650

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SUN BUILDING PRODUCTS ADVISORS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3465.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

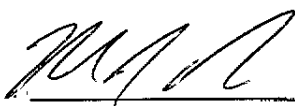
Letter Number: 199A00001122

AFFIDAVIT

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The undersigned, Marc J. Leder, being first duly sworn, deposes and says:

1. That the undersigned is the President of Sun Building Products Advisors, Inc. ("Sun Building"), a Delaware corporation and General Partner of Sun Building Products Partners, L.P.;
2. That Sun Building was incorporated in the state of Delaware on November 12, 1997, evidenced by a certified copy of its Certificate of Incorporation, annexed hereto as Exhibit A;
3. That Sun Building subscribed for limited partnership interests in Sun Building Products Partners, L.P. on March 6, 1998, as evidenced by Form W-9 annexed hereto as Exhibit B;
4. That Sun Building commenced doing business in Florida on March 6, 1998; and
5. That Sun Building did not conduct activities in Florida prior to March 6, 1998 that would constitute the transaction of business within the meaning of Section 607.1501, Florida Statutes and therefore, does not warrant compliance with Florida's revenue laws prior to such date.



Marc J. Leder, President of
Sun Building Products Advisors, Inc.

Subscribed and sworn to before me
in the County and State aforesaid
this 23 day of February, 1999.



Notary Public

My Commission Expires: _____

413590-2

OFFICIAL NOTARY SEAL
SANDRA SHEPHERD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC459185
MY COMMISSION EXP. MAY 3, 1999

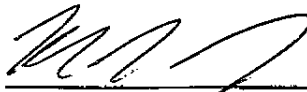
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

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Marc J. Leder, President of
Sun Building Products Advisors, Inc.

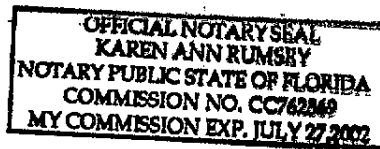
Subscribed and sworn to before me
in the County and State aforesaid
this 29th day of January, 1999.

a presented FLA Drivers license



Notary Public

My Commission Expires: _____



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
SUN BUILDING PRODUCTS ADVISORS, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is Sun Building Products Advisors, Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington 19805, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is One Thousand (1000), all of which are with One Cent (\$.01) par value. All such shares are of one class and are shares of Common Stock.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME
Barbara Toffler

MAILING ADDRESS
c/o Parker Chapin Flattan & Klimpl, LLP
1211 Avenue of the Americas
New York, New York 10036

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware

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TALLAHASSEE, FLORIDA

may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.
2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders of the corporation entitled to vote unless provisions for such classification shall be set forth in this certificate of incorporation.
3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to

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TALLAHASSEE, FLORIDA

vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article **ELEVENTH**.

Signed on November 11, 1997


Barbara Toffler
Incorporator

**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. Sun Building Products Advisors, 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. 52-2080787
(FEI number, if applicable)
4. November 12, 1997
(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. 5355 Town Center Road, Suite 802
Boca Raton, FL 33486
(Current mailing address)
8. To manage investments and any activities incidental thereto.
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32309
(Zip Code)

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NO
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Deborah D. Skipper as 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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marc J. Leder

Address: 5355 Town Center Road

Boca Raton, FL 33486

Director: Rodger R. Krouse

Address: 5355 Town Center Road

Boca Raton, FL 33486

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

President: Marc J. Leder

Address: 5355 Town Center Road

Boca Raton, FL 33486

Vice President: Rodger R. Krouse

Address: 5355 Town Center Road

Boca Raton, FL 33486

Secretary: Rodger R. Krouse

Address: 5355 Town Center Road

Boca Raton, FL 33486

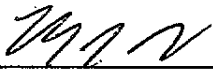
Treasurer: Marc J. Leder

Address: 5355 Town Center Road

Boca Raton, FL 33486

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TALLAHASSEE, FLORIDA

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. Marc J. Leder, 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 "SUN BUILDING PRODUCTS ADVISORS, 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 FIFTH DAY OF JANUARY, A.D. 1999.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2819499 8300

DATE: 9503469

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01-05-99