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July 1, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002922298--3
-07/02/99--01062--005
*****70.00 *****70.00
800002922298--3
-07/02/99--01062--006
*****52.50 *****8.75

Re: CEDAR POINT REALTY CORP.

Enclosed herein please find and original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entity. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. ~~ALSO ENCLOSED IS MY SEPARATE CHECK IN THE AMOUNT OF \$52.50 TO COVER THE COST OF A CERTIFIED COPY OF THIS FILING. WHEN THE DOCUMENT IS FILED PLEASE OBTAIN A CERTIFIED COPY OF THE FILING AND RETURN IT TO MY ATTENTION IN THE SECOND FED. EX ENVELOPE I HAVE ENCLOSED.~~

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch

LAK/ss
Enc.

Name	AL 7-12
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Verify	
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M. P.	

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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. CEDAR POINTE REALTY CORP.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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 York

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

3. JUNE 25, 1999

(Date of Incorporation)

4. Perpetual

(Duration)

5. PENDING

(Federal Employer Identification number, if applicable)

6. JUNE 29, 1999

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

7. 405 TARRYTOWN ROAD, SUITE 421, WHITE PLAINS, NEW YORK 10607

(Current mailing address)

8. Real Estate

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: STEVEN GREEN

Address: 610 S. W. 7th ST., FT. LAUDERDALE, FLORIDA 33315

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

99 JUL 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: STEVEN GREEN

Address: 610 S. W. 7th STREET

FORT LAUDERDALE, FLORIDA 33315

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: STEVEN GREEN

Office Address: 610 S. W. 7th STREET

FORT LAUDERDALE, FLORIDA

Florida

33315

Zip Code

11. 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: _____

12. 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.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. _____

(Name and capacity of person signing application)

9 JUL 99 PM 51 00
SECRETARY OF STATE
FLORIDA

FILED

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of CEDAR POINTE REALTY CORP. was filed on 06/25/1999, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of June
one thousand nine hundred and
ninety-nine.*

Special Deputy Secretary of State