

GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

F99000005108

September 27, 1999

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

300003004643--4
-10/04/99--01121--003
*****70.00 *****70.00

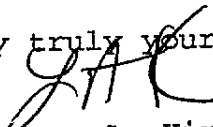
Re: FPR PROPERTIES CORP.
NPN PROPERTIES, INC.
GRC PROPERTIES CORP.

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 Delaware corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE 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.

FILED
99 SEP 29 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

104-99

**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. GRC Properties 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

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

3. December 9, 1998

(Date of Incorporation)

4. Perpetual

(Duration)

5. 11-3469233

(Federal Employer Identification number, if applicable)

6. None Yet

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

7. 3 Expressway Plaza, Roslyn Heights, NY 11577

(Current mailing address)

8. Real Estate Holding Corp.

(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: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
99 SEP 29 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Ronald Friedman
Address: 3 Expressway Plaza
Roslyn Heights, NY 11577

Exec. Vice President: Keith Haffner
Address: 3 Expressway Plaza
Roslyn Heights, NY 11577

Secretary: Daniel Lauria
Address: 3 Expressway Plaza
Roslyn Heights, NY 11577

Treasurer: Daniel Lauria
Address: 3 Expressway Plaza
Roslyn Heights, NY 11577

FILED
99 SEP 29 PM 3:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(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: Scott Brown
Office Address: 312 Minorca Avenue
Coral Gables, Florida 33134
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:

X Scott Brown
Scott Brown

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

14. Keith Haffner, Executive Vice President
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of GRC PROPERTIES CORP. was filed on 12/09/1998, 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 24th day of September
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State

FILED
99 SEP 29 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA