Document Number Only 9000005120 C T CORPORAT Requestor's Name Tallahassee, Florida 32301 Address (850) 222-1092 100003004741 -10/04/99--01097--023 Phone Zip State City *****70.00 *****70.00 CORPORATION(S) NAME () Merger () Amendment NonProfit), Limited Liability Company () Mark () Dissolution/Withors Foreign Othe: () Annual Report) Limited Partnership () Change of R.A. () Fict. Filing () Reinstatement) UCC-1) Limited Lizbility () Photo Copies () Certified Copy () After 4:30 Call if Problem () Call When Ready Pick Up Wiil Wait Walk In () Mail Out Please Refurn Extra Copy(s Name Filed Stamo Availability Thanks Melanie Document Examiner OCT - 4 Updater Verifier Acknowledgment W.F. Verifier

CR2E031 (1-89)

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:

appleviations of il	p. tion: must include the word "INCORPORATED", "CC ke import in language as will clearly indicate that it is ot so contained in the name at present.)	OMPANY", "CORPORATION", or words or s a corporation instead of a natural person
2. Delaware		3. 13-4076298
(State or country i	under the law of which it is incorporated)	(FEI number, if applicable)
4. September 2, (Date of inco		r corp. will cease to exist or "perpetual")
6. <u>Upon Qualific</u> (Date first transact		.1502, and 817.155, F.S.))
7. 444 Park Aver	nue South, 8th Fl. New York, New York	10016 9: 15
	(Current mailing address)	
Florida)	purpose clause poration authorized in home state or country to be can address of Florida registered agent:	nied out in the state of
	ne: <u>C T Corporation System</u>	
Office Addres	c/o C T Corporation System, 1200 Sou s: Island Road	th Pine
	Plantation , Florida, 33324 (Zip Cod	<u> </u>
designated in this app further agree to comp	is registered agent and to accept service of process to blication. I hereby accept the appointment as register by with the provisions of all statutes relative to the pro- and accept the obligation of my position as registere C T Corporation System	ed agent and agree to act in this capacity. I oper and complete performance of my duties, ed agent.
	(Registered agent's signature) (Office CHARLES W. MEYER ASSISTANT SECRETARY	er)
(FL - 2189 - 11/16/94)	(Type Name and Title of Officer)	

- 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:

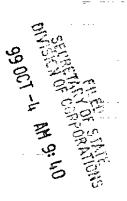
A.	DIRECTORS	
	Chairman:	
	Address:	900
	Address:	S. F.
	Director: See attached 1	ist of directors
	Address:	
	·	
В.	OFFICERS	
	President: See attached	list of officers
	Address:	·
	Vice President:	
	A dalroop	
	Secretary:	

Treasurer:		-2.1.
· Address:		
_		-
NOTE: If necessary, ye and/or directors.	ou may attach an addendum to the application listing additiona	ıl officers
13.	M M	4
(Signature of Chairm application)	an, Vice Chairman, or any officer listed in number 12 of the	
14. Natalie Bowden, Pro	esident	
(Typed or printed nar	ne and capacity of person signing application)	200
	99 067	0.00 m
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		<b>5</b> 00

### Appendix to Florida . Application by Fgn. Corp. for Authorization to Transact Business in Florida

# Directors of GRP Loan Corp.

- Natalie Bowden 444 Park Avenue South, 8th Fl New York, New York 10016
- Ben Kohn
   245 Park Avenue, 26th Floor
   New York, New York 10167
- 3. Lance West 444 Park Avenue South, 8th Fl New York, New York 10016



#### Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

## Officers of GRP Loan Corp.

- Natalie Bowden, President
   444 Park Avenue South, 8th Fl
   New York, New York 10016
- David Roberts, Vice President
   245 Park Avenue, 26th Floor
   New York, New York 10167
- Michael Gordon, Vice President
   245 Park Avenue, 26th Floor
   New York, New York 10167
- Joanne DiNardi, Secretary
   444 Park Avenue South, 8th Fl
   New York, New York 10016
- Ben Kohn, Assistant Secretary
   245 Park Avenue, 26th Floor
   New York, New York 10167

#### Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

## Purpose Clause of GRP Loan Corp.

Notwithstanding any other provision of the Certificate of Incorporation or the By-Laws of the Corporation, the limited purpose of the Corporation is to (a) act as a qualified REIT subsidiary within the meaning of Section 856(i)(2) of the Internal REvenue Code of 1986, as amended (the "Code"), (b) subject to Sections 3, 5, 7(c), 8, 9, 13, 14 and 15 herein and that certain Loan and Security Agreement by and among German American Capital Corporation ("Lender"), GRP Loan Corp. and GRP Realty Holdings Corp. (the "Loan Agreement"), acquire, hold and dispose of mortgage loans, (c) enter into the Loan Agreement to finance some or all of the Corporation's assets (the "Mortgaged Assets"), (d) refinance the Mortgaged Assets in Connection with permitted repayments under the Loan Agreement and (e) engage in any and all lawful business for which a corporation may be organized under the Act that is incident, necessary and appropriate to accomplish the foregoing, in each case in a manner consistent with qualifying its sole shareholder as a real estate investment trust within the meaning of Section 856(a) of the Code. Corporation shall not incur any indebtedness that is outside the ordinary course of its business or that is not related to the ownership and operation of the Mortgaged Assets, except as set forth in clause (c) above.

#### Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "GRP LOAN 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-NINTH DAY OF

SEPTEMBER, A.D. 1999.

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

Edward J. Freel, Secretary of State

3092225 8300

AUTHENTICATION:

9996748

_DATE:

09-29-99

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