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F99000005120

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

100003004741-8
-10/04/99-01097--023
*****70.00 *****70.00

GRP Loan Corp

99 OCT - 4 AM 9:40
DIVISION OF CORPORATIONS
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BK 10/5/99

**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. GRP Loan Corp.
(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. 13-4076298
(FEI number, if applicable)

4. September 2, 1999
(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. 444 Park Avenue South, 8th Fl, New York, New York 10016

(Current mailing address)

8. See attached purpose clause
(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

Charles W Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

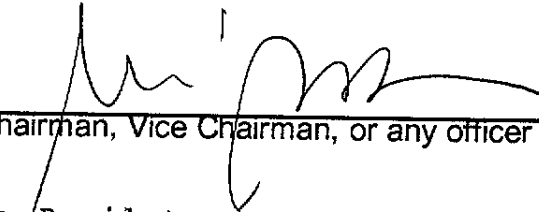
Secretary: _____

Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Natalie Bowden, President _____
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
FLORIDA SECRETARY OF STATE

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

**Directors of
GRP Loan Corp.**

1. Natalie Bowden
444 Park Avenue South, 8th Fl
New York, New York 10016
2. 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

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

**Officers of
GRP Loan Corp.**

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

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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. The 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.

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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.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9996748

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DATE: 09-29-99