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Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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CORPORATION(S) NAME

George Road Land Inc

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( ) NonProfit
( ) Amendment
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Jeffrey Butterfield

BJK 10/21/99

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.

1. George Road Land 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. 13-4080941
(FEI number, if applicable)

4. October 5, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. October 8, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 270 Park Avenue, 35th Floor
New York, New York 10017
(Current mailing address)

8. To hold bank premises
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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.

Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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: ______

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Director: Cesar Chekijian

Address: 2 Chase Manhattan Plaza
New York, NY 10081

Director: Russell Campbell

Address: 1 Chase Manhattan Plaza
New York, NY 10081

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

President: Leonard Vecchio

Address: 2 Chase Manhattan Plaza
New York, NY 10081

Vice President: Edward Enders

Address: 1 Chase Manhattan Plaza
New York, NY 10081

Secretary: Robert C. Carroll

Address: 270 Park Avenue, 35th Fl.
New York, NY 10017

Treasurer: Joan T. Griffin

Address: 2 Chase Manhattan Plaza
New York, NY 10081

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert C. Carroll
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert C. Carroll, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEORGE ROAD LAND 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1999.

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

SECRETARY'S OFFICE DELAWARE

Edward J. Freel, Secretary of State

3105909 8300

AUTHENTICATION: 0031199

991439573

DATE: 10-18-99