



THE UNITED STATES
CORPORATION
COMPANY

F9900000 5861

ACCOUNT NO. : 072100000032

REFERENCE : 462946 4373439

AUTHORIZATION :

Patricia Kigut

COST LIMIT : \$ 70.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 12 PM 2:25

ORDER DATE : November 4, 1999

ORDER TIME : 10:12 AM

ORDER NO. : 462946-010

200003042432--7

CUSTOMER NO: 4373439

CUSTOMER: Racquel A. Small, Legal Asst
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: 4-P CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILE 1ST

CONTACT PERSON: Tamara Odom

RECEIVED
99 NOV 12 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AK
11/12/99

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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DIVISION OF CORPORATIONS
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I, the undersigned JASON SCHLESINGER, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
4-P Corp.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

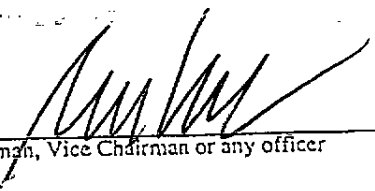
was duly adopted on November 8, 19 99.

Be it resolved, that 4-P Corp.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Pembroke Pines Properties Portfolio Corp. for use in Florida.

Dated: 11/ 8 /99



Signature of either Chairman, Vice Chairman or any officer

JASON SCHLESINGER

Type or print name

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.

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1. 4-P 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. N/A

(FEI number, if applicable)

4. October 27, 1999

(Date of incorporation)

5. perpetual

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

6. Date of filing

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

7. c/o Ceebraid Signal Corporation

250 S. Australian Avenue, West Palm Beach, Florida 33401

(Current mailing address)

8. Acquisition of partnership interest in rental properties in Florida

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(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.

Corporation Service Company

By: Sylvia M. White

(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: _____

Director: Jason Schlesinger

Address: c/o Ceebraid Signal Corporation

112 Hoyt Street, Stamford, CT 06905

Director: _____

Address: _____

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

President: Jason Schlesinger

Address: c/o Ceebraid Signal Corporation

112 Hoyt Street, Stamford, CT 06905

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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 on number 12 of the application)

14. JASON SCHLESINGER, PRESIDENT
(Typed or printed name and capacity of person signing application)

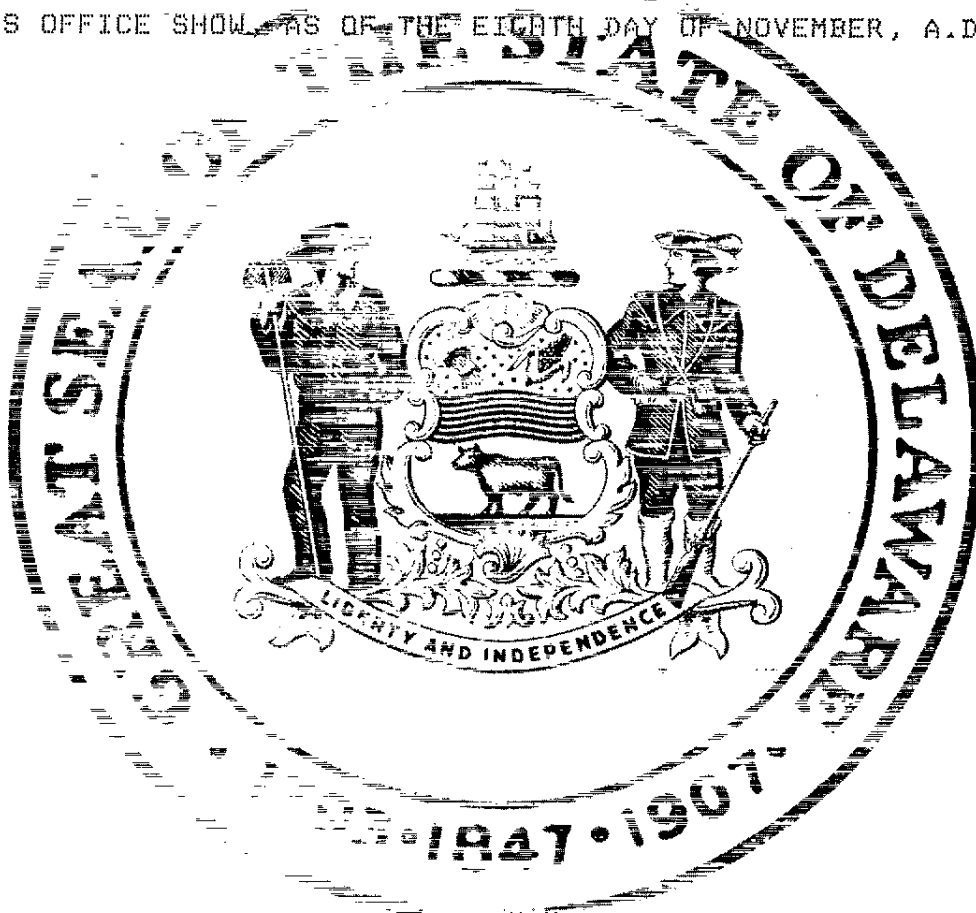
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DIVISION OF CORPORATIONS
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "4-P 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 EIGHTH DAY OF NOVEMBER, A.D. 1999.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

0069729

AUTHENTICATION:

DATE:

11-08-99