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ACCOUNT NO. : 072100000032

REFERENCE

088442

4300043

AUTHORIZATION

COST LIMIT

ORDER DATE: March 22, 2001

ORDER TIME: 11:34 AM

ORDER NO. : 088442-030

500003909595

CUSTOMER NO: 4300043

CUSTOMER:

Sheila M. Kaupas, Legal Asst

Proskauer Rose Llp

1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME:

DAPPER PROPERTIES II, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

DIVISION OF COMPORATION

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANYTO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Dapper Properties II, LLC (Name of foreign limited liability company) 13-4156063 (FEI nu mber, if applicable)
40 years unless terminated sooner in accordance with (Jurisdiction under the la w of which foreign limited liability company is organized) terms of operating agreement 2/6/01 (Duration: Year lì mited liability company will cease to (Date of Organization) exist or "perpetual") February 27, 2001 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) c/o U.S.Realty Advisors LLC, 1370 Avenue of the Americas New York, NY 10019 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: Dapper Equity II, LLC c/o U.S. Realty Advisors LLC 1370 Avenue of the Americas New York, NY 10019 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: ___owning and managing real estate Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Richard Ader* Typed or printed name of signee

*Richard Ader signs as Managing Member of DAP Investors II, LLC, Member Manager of

Dapper Equity II, LLC, the Sole Member of Dapper Properties II, LLC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1.	The name of the Limited Liability Company is:
	Dapper Properties II, LLC
2.	The name and the Florida street address of the registered agent and office are:
	Corporation Service Company
	(Name)
	Florida street address (P.O. Box NOT ACCEPTABLE)
	Fiorities street address (F.O. DOX TOTAL ACCEPTABLE)
	Tallahassee FL 32301
	City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of Delaware Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DAPPER PROPERTIES II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2001.

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

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 1039366

DATE: 03-22-01

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