



MD1000002789

ACCOUNT NO. : 072100000032

REFERENCE : 344112 7198893

AUTHORIZATION : *Patricia Pajute*

COST LIMIT : \$ 130.00

ORDER DATE : December 12, 2001

ORDER TIME : 2:11 PM

ORDER NO. : 344112-115

CUSTOMER NO: 7198893

100004727111--B

CUSTOMER: Ms. Allison Forrester.
Post & Heymann Llp Ii
Suite 214
100 Jericho Quandrangle
Jericho, NY 11753

FOREIGN FILINGS

NAME: NEWKIRK 21AT GP LLC.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

File list

CONTACT PERSON: *Suzanne Knight* -- EXT# 1156

EXAMINER: *[Signature]*

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
COMMUNICATIONS

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 COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Newkirk QIAT GP LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. 12/6/01
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 100 Jericho Quadrangle Suite 214
Jericho NY 11753
(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:

MLP Manager Corp.
100 Jericho Quadrangle, Suite 214
Jericho, NY 11753

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TALLAHASSEE FLORIDA

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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:
to act as a general partner of a limited partners
see attachment

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.)

Typed or printed name of signee

Newkirk 21AT GP LLC

By: MLP Manager Corp.,
its manager

By: _____
John Alba
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

NEWKIRK 21AT GP LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.

Georgia Ryan
(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 "NEWKIRK 21AT GP 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 THIRTEENTH DAY OF DECEMBER, A.D. 2001..

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3464547 -8300

AUTHENTICATION: 1500701

010638606

DATE: 12-13-01