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ACCOUNT NO. : 072100000032
REFERENCE : 566600 4300123
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 285.00

ORDER DATE : October 15, 1997

ORDER TIME : 11:13 AM

ORDER NO. : 566600-020

CUSTOMER NO: 4300123

500002324255--0

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler LLP
75 East 55th Street
Concourse
New York, NY 10022

FOREIGN FILINGS

NAME: ORLANDO OPTION HOLDING, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 PM 12:44

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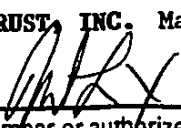
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
Orlando Option Holding, L.L.C. deposes and says: X

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 3.8 million . A description of the property is attached and made a part hereto.*
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 3.8 million This total includes amounts from 2 and 3 above.

TOWER REALTY TRUST, INC. Managing Member



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert Cox, Vice President

*3.6 acres of unimproved land located in and around One Orlando Center.

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Orlando Option Holding, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box ~~not~~ acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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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.

Corporation Service Company

By: Vicki Schreiner, Asst. V.P.

(Signature)

October 17, 1997

(Date)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORLANDO OPTION HOLDING, L.L.C." 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 SIXTEENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL 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: 8706141

DATE: 10-16-97