M97000000693

ACCOUNT NO. : 072100000032

REFERENCE :

566600

4300123

AUTHORIZATION

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 PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSAUBUSINESS IN THE STATE OF FLORIDA:

ame of foreign limited liability com	pany must end with the	words "limited company" or their at	breviation
if not so contained in the name at p	present. Please note: '	L.L.C. is not an acceptable suffix in	Florida.)
Delaware	3.	Applied For	
risdiction under the law of which impany is organized)	foreign limited liability	(FEI number, if applicab	ole)
September 26, 1997	<u>'</u>	Perpetual Perpetual	
(Date of Organizat		(Duration: Year limited liability c cease to exist or "perpetual")	company will
Upon qualification			
(Date first transacted	business in Florida. (S	ce sections 608.501, 608.502, and 81	7.155, F.S.)
120 West 45th Street	•		
120 4000 1000 002001	<u></u>		
New York, NY 10036			
name, title, and business ad	(Street address of prideress of each man billity company in F	incipal office) aging member[MGRM] or materidate (attach additional page	nager[MGR if necessary
name, title, and business ad anage the foreign limited liab	ldress of each man	aging member[MGRM] or ma	if necessary
name, title, and business ad anage the foreign limited liab	dress of each man oility company in F	aging member[MGRM] or mathorida: (attach additional page	if necessary
name, title, and business ad mage the foreign limited liab NAME & ADDRESS:	dress of each man oility company in F	aging member[MGRM] or mathorida: (attach additional page	if necessary
name, title, and business ad anage the foreign limited liab NAME & ADDRESS: Clifford Stein fower Equities fanagement, Inc.	dress of each man oility company in F	aging member[MGRM] or mathorida: (attach additional page	if necessary
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name, title, and business ad anage the foreign limited liab NAME & ADDRESS: Clifford Stein Cover Equities Ganagement, Inc. 399 Carolina Avenue Suite 200	dress of each man oility company in F	aging member[MGRM] or mathorida: (attach additional page	if necessary
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name, title, and business ad mage the foreign limited liab NAME & ADDRESS: Clifford Stein Cover Equities Ganagement, Inc. 399 Carolina Avenue Suite 200	dress of each man oility company in F	aging member[MGRM] or mathorida: (attach additional page	nager[MGR] if necessary

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN

The undersigned member or authorized representative of a	member of
Orlando Option Holding, L.L.C.	deposes and says:
1) the above named limited liability company has at least to	vo members
2) the total amount of cash contributed by the member(s) i	is \$
3) if any, the agreed value of property other than cash con \$ A description of the property is	
4) the total amount of cash or property anticipated to be constant and the state of	
Signature of a member or authorized representations of the section 608,408(3), Florida Statute	esentative of a member.

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

Robert Cox, Vice President

X

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.		
	•	97	PIVIS
2.		OCT 20 PH 12: 44	CRETARY OF STATE
	(Name)	•	SAC
	1201 Hays Street		
	(P.O. Box not acceptable)		
	Tallahassee, Florida 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.

Corporation Service Company

By: Vicki Schreiber, asst. V.P

October 17,1997

State of Delaware

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.

SECRETARY OF STATE COMPORATIONS

97 OCT 20 PM12: 44



Edward J. Freel. Secretary of State

AUTHENTICATION:

8706141

DATE:

10-16-97

2801257 8300

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