



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000695

ACCOUNT NO. : 072100000032

REFERENCE : 566600 4300123

AUTHORIZATION : Patricia Pizette

COST LIMIT : \$ 285.00

ORDER DATE : October 15, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 566600-015

CUSTOMER NO: 4300123

100002324251--3

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

FOREIGN FILINGS

NAME: TOWER ORLANDO GP LLC

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

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DIVISION OF CORPORATIONS  
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hyc  
10/20/97

**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:**

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1. Tower Orlando GP LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 25, 1997 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. \_\_\_\_\_  
120 West 45th Street, New York, NY 10036  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<del>Clifford Stein</del>	<del>Mgr.</del>	_____	_____
<del>Tower Equities</del>		_____	
<del>Management, Inc.</del>		_____	
399 Carolina Avenue		_____	
Suite 200		_____	
Winter Park, FL 32789		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

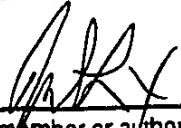
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of \_\_\_\_\_  
Tower Orlando GP LLC 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  
\$ 600,000 . 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  
\$ 600,000 . 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**

**\*Partnership Interests in Magnolia Associates, L.P., a Florida limited  
partnership**

**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: \_\_\_\_\_

Tower Orlando GP LLC

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 Schreiber, Asst. V.P.  
(Signature)

October 17, 1997  
(Date)

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOWER ORLANDO 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 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: 8706076

DATE: 10-16-97