



M9700000695
UNITED STATES

REFERENCE : 566600 4300123

AUTHORIZATION

COST LIMIT : \$ 285.00

ORDER TIME : 11:12 AM

CUSTOMER NO: 4300123

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

FILED
SECRETARY OF STATE
STATE OF ILLINOIS
JUN 1 1997
9706120 PM12:53

97 OCT 20 PM 12:53

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

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:
<u>Clifford Stein</u>	<u>Mgr.</u>	_____	_____
<u>Tower Equities</u>		_____	
<u>Management, Inc.</u>		_____	
<u>399 Carolina Avenue</u>		_____	
<u>Suite 200</u>		_____	
<u>Winter Park, FL 32789</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

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CLERK OF DISTRICT COURT
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The undersigned member or authorized representative of a member of _____
Tower Orlando GP LLC deposes and says:

- 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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STATE
OF 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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.

(Signature)

October 17, 1997

(Date)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEI, 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. Freei

Edward J. Freei, Secretary of State

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AUTENTICATION

8706076

DATE

10-16-97