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600002424996--7
-02/09/98--01051--008
*****35.00 *****35.00

CORPORATION(S) NAME

600002424996--7
-02/09/98--01051--009
*****52.50 *****52.50

485 Properties, LLC

- Profit
- NonProfit
- Foreign
- Limited Partnership
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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. 485 PROPERTIES, 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.)
2. DELAWARE
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
 (FEI number, if applicable)
4. December 17, 1997
 (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. 730 Third Avenue, New York, NY 10017
 (Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
 (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>8041576</u> Teachers Insurance and Annuity Association of America, a New York corporation, its sole member 730 Third Avenue, New York, NY 10017			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of/a member of _____ the sole member of _____
485 PROPERTIES, LLC _____ deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ ^{XXXXXXXXXXXXXXXXXXXX} a sole member.
- 2) the total amount of cash contributed by the member(s) is \$ 100.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A. 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 \$ \$100.00. This total includes amounts from 2 and 3 above.

485 PROPERTIES, LLC, a Delaware limited liability company
BY: Teachers Insurance and Annuity Association, a New York corporation, its sole member

BY: Ronald Blair

Signature of a member or authorized representative of a member.
(In accordance with section 808.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: 485 PROPERTIES, LLC, a
Delaware limited liability company

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

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM

Patrick A. Nolan
(Signature)

Patrick A. Nolan
Assistant Secretary

2/6/1998
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware
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 "485 PROPERTIES, 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 THIRD DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2835076 8300

981042748

AUTHENTICATION:

8899749

DATE:

02-03-98