



ACCOUNT NO. : 072100000032

REFERENCE : 683323 4373439

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizots

ORDER DATE : January 27, 1998

ORDER TIME : 3:19 PM

ORDER NO. : 683323-005

CUSTOMER NO: 4373439

CUSTOMER: Lila E. Gaston, Legal Asst
Akin Gump Strauss Hauer &
20th Floor
590 Madison Avenue
New York, NY 10022

900002443269--3

FOREIGN FILINGS

NAME: AP-GP ADLER, LC

~~FILE FIRST~~

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

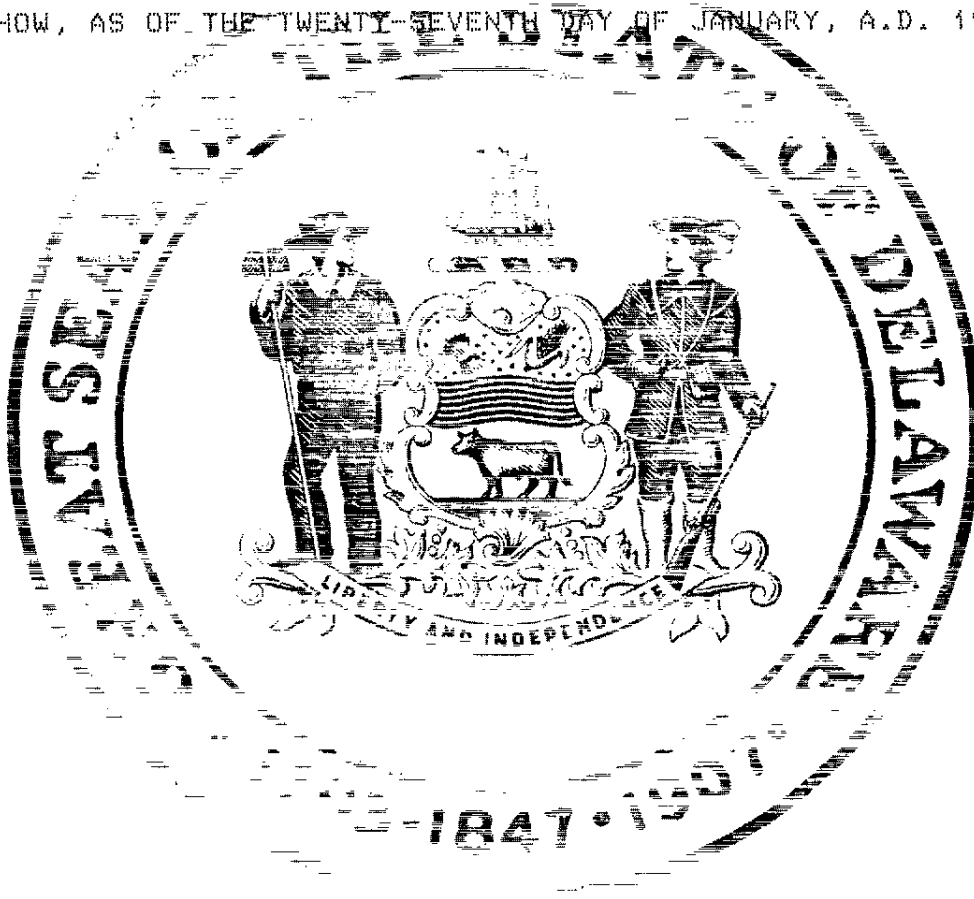
M98-188

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
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Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

FILED
98FEB 27 PM 4:30
RECEIVED
98FEB 27 PM 4:19
DIVISION OF CORPORATION

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AF-GP ADLER, 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 TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2830453 8300

981032168

AUTHENTICATION:

DATE:

8886786

01-27-98

**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:**

1. AP-GP ADLER, LC
(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. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. DECEMBER 8, 1997 5. PERPETUAL
(Date of Organization) (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. 2 MANHATTANVILLE ROAD
PURCHASE, NEW YORK 10577
(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:
KRONUS PROPERTY III, INC. MGR			
2 MANHATTANVILLE ROAD			
PURCHASE, NY 10577			

FILED

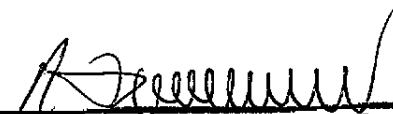
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of AP-GP ALDER, 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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00 . 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.

X 
Signature of a member or authorized representative of a member.
(In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
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SECRET
TAMPA FLORIDA

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, 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: AP-GP ADLER, LLC

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

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STATE
TALLAHASSEE, 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.

By

Carol K. Adler
(Signature)

DECEMBER 14, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent