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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-5111

FAX #:

NAME: WEINRIB/COLE REAL ESTATE LLC
AUDIT NUMBER.....H98000007251

DOC TYPE.....FOREIGN PROFIT QUALIFICATION
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PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: WEINRIE/COLE REAL ESTATE LLC
REF: W98000008872

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's in the lower left hand corner of the first page of the document not the cover sheet.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: E98000007251
Letter Number: 698A00021387

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

H98000007251

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. WEINRIB/COLE REAL ESTATE 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
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 52-2080438
(FEI number, if applicable)
- 4. January 22, 1998
(Date of Organization)
- 5. December 31, 2030
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon Filing This Certificate of Authority
(Date first transacted business in Florida. (See sections 608.501, 608.602, and 817.155, F.S.))
- 7. 15 East North Street
Dover, DE 19901
(Street address of principal office)

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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>Jeanne Weinrib</u>	<u>MGRM</u>	_____	_____
<u>777 South Congress Avenue</u>		_____	
<u>Delray Beach, FL 33445</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

Filing Fee: \$ 52.50 for Application

BlumbergExcelsior, 62 White St., NY, NY 10013, 212-431-5000

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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: WEINRIB/COLE REAL ESTATE LLC

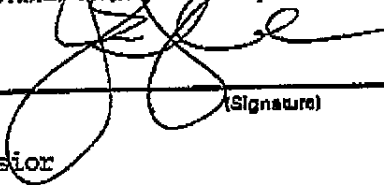
2. The name and address of the registered agent and office is:

Jerome Weinrib
(Name)
777 South Congress Avenue
(P.O. Box not acceptable)
Delray Beach, FL 3345
(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.



(Signature)

4/13/98

(Date)

BlumbergExcelsior
62 White St
NY, NY 10013
2121-431-5000

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Filing Fee: \$ 35 for Designation of Registered Agent


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of WEINRIE/COLE REAL ESTATE 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 \$ 1,000.00
- 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 \$ 1,000.00. This total includes amounts from 2 and 3 above.



 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.)
 Jerome Weinrieb

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NY, NY 10013
212-431-5000

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Filing Fee: \$ 52.50 for Affidavit

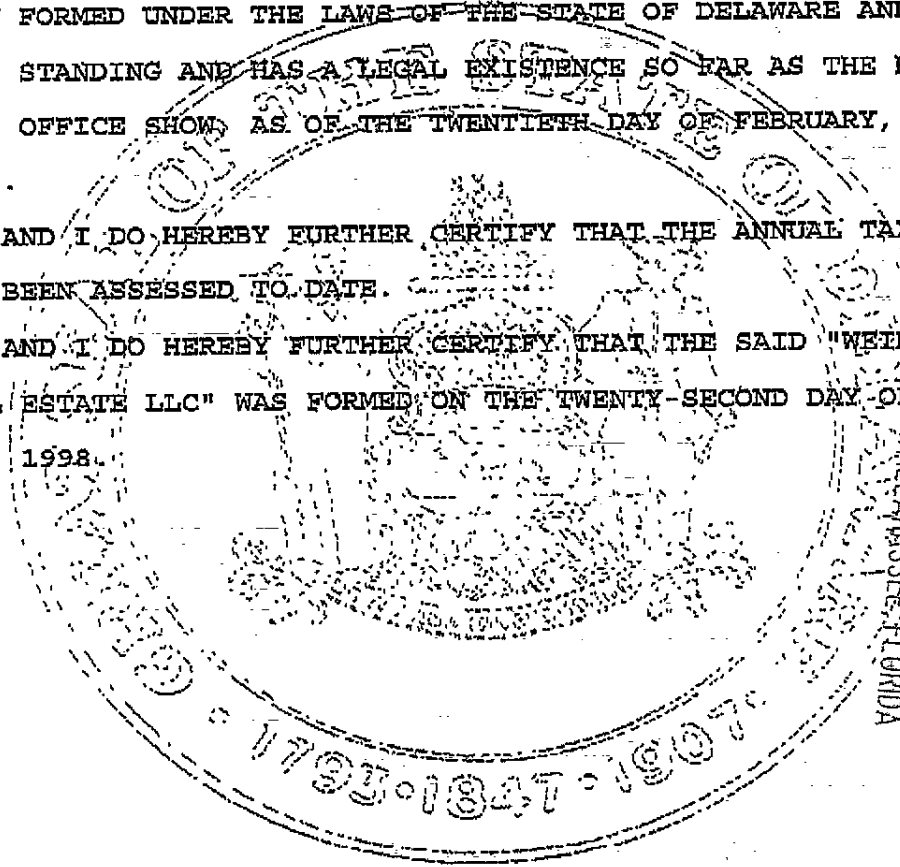
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEINRIB/COLE REAL ESTATE 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 TWENTIETH DAY OF FEBRUARY, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEINRIB/COLE REAL ESTATE LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1998.



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62 White St
NY, NY 10013
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Edward J. Freel

Edward J. Freel, Secretary of State

2849719 8300
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AUTHENTICATION: 8930915
DATE: 02-20-98