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PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATIONS

DOCUMENT # P37876

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M.D. SASS REALTY CORP. II

FILED May 08 1998 8:00am Secretary of State



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Mailing Address Zb. Suite, Apt. #, etc. Zip City & State City & State Zip Country Zip Zo B. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301 Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the office or registered agent, or both, in the State of Florida. Such change was authorize agent. I am familiar with, and accept the obligations of. Section 607.0505, Florida Statutes, the office or registered agent, or both, in the State of Florida. Such change was authorize agent. I am familiar with, and accept the obligations of. Section 607.0505, Florida Statutes, the office or registered agent, or both, in the State of Florida. Such change was authorize agent. I am familiar with, and accept the obligations of. Section 607.0505, Florida Statutes, the office or registered agent, or both, in the State of Florida. Such change was authorize agent. 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Name and 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301 Pursuant to the provisions of Sections 607 0507 and 607, 1508, Florids Statutes, the above-named corporation submits office or registered agent, or both in the State of Faxed Scatch change was authoroxed by the corporation's board of disponent and mainlear with, and except the obligations of Section 607, 605, Florids Statutes, the above-named corporation submits office or registered agent, or both in the State of Faxed Scatch change was authoroxed by the corporation's board of disponent and mainlear with, and except the obligations of Section 607, 605, Florids Statutes, the above-named corporation submits office or registered agent, or both in the State of Faxed Scatch change was authoroxed by the corporation's board of disponent and authoroxed by the corporation's boar	REAL ESTATE CAPITAL PARTNERS 18 AYE OF THE ALIERCAS 18 AYE OF THE AL	REAL ESTATE CAPITAL PARTNERS IS ARE OF THE ALBERCAS IS ARE OF THE ALBERCAS IN YORK NY 10006 8 PARAL ESTATE CAPITAL PARTNERS IS ARE OF THE ALBERCAS NEW YORK NY 10006 9 Principal Place of Businoss 2	REAL ESTATE CAPTIAL PARTINERS ITS AVE OF THE AMERICAS IN YORK MY 10006 Principal Pace of Business 2a. 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14. Thereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i). Florida Statutes. I further certify that the information indicated on this annual report or suppliemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

CR2E034 (10/97