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PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

96 DEC -5 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 175763 4307439

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : December 4, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 175763-005

100002020771--7

CUSTOMER NO: 4307439

CUSTOMER: Christy Donati, Legal Asst
REED, SMITH, SHAW & MCCLAY

2500 One Liberty Place
1650 Market Street
Philadelphia, PA 19103

DOMESTIC FILING

NAME: AUTO (FL) QRS 11-39, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
96 DEC -5 AM 11:24
DIVISION OF CORPORATION

12-5-96

ARTICLES OF INCORPORATION

OF

AUTO (FL) QRS 11-39, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is AUTO (FL) QRS 11-39, Inc.

SECOND: The address of the principal office of the corporation is 50 Rockefeller Plaza, Second Floor, New York, NY 10020.

THIRD: The mailing address, wherever located, of the corporation is 50 Rockefeller Plaza, Second Floor, New York, NY 10020.

FOURTH: The number of shares that the corporation is authorized to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Christy Z. Donati	Reed Smith Shaw & McClay 2500 One Liberty Place Philadelphia, PA 19103

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The corporation is organized to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

NINTH: The name and address of the person who will serve as the initial director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barclay G. Jones	c/o W. P. Carey & Co., Inc. 50 Rockefeller Plaza Second Floor New York, NY 10020

TENTH: The duration of the corporation shall be perpetual.

ELEVENTH: The corporation may, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Bylaws may prescribe the extent to which the corporation may indemnify any persons it has power to indemnify.

Signed on December 3 , 1996

Christy Z. Donati
Christy Z. Donati, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Carol K. Dolor

Name: Carol K. Dolor

Title: Authorized Representative

Date: December 4, 1996

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STATE
TALLAHASSEE, FLORIDA