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CTCORPORATIONSYSTEM

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Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FL

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FOREIGN PROFIT QUALIFICATION

I&G Direct Real Estate Manager 13, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50

File Profit  
1 of 2 under  
like name,  
LP follows

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FOS-3142  
5/26/2005

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. I&G Direct Real Estate Manager 13, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 27, 2004 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 522 Fifth Avenue, New York, NY 10036  
(Principal office address)

Same as above.  
(Current mailing address)

8. To serve as General Partner to I&G Direct Real Estate 13, LP.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System  
By: [Signature] Michael J. Mitchell  
(Registered agent's signature) Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Please see attached.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: Please see attached.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Matthew C. Carbone  
(Signature of Director or Officer listed in number 12 of the application)

14. Matthew C. Carbone, Vice President and Secretary  
(Typed or printed name and capacity of person signing application)

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MAY 26 2005  
11:05

**OFFICER AND DIRECTOR LIST****DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Alfred W. Dort	522 Fifth Avenue, New York, NY 10036

**OFFICERS**

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kimberly A. Adams	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jean Andersen	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Tara A. Andrews	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph K. Azeiby	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lola Bellini	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Blake R. Berg	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	M. Douglas Bisset	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Barbara J. Bernard	522 Fifth Avenue, New York, NY 10036

2005 MAY 26 PM 03:53  
 SECRETARY OF STATE  
 TELLER'S SECRET OFFICE

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Mark J. Bonapace	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel T. Booker	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Vicki L. Botel	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nancy E. Brown	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mary Ann Cate	522 Fifth Avenue, New York, NY 10036
Vice President and Secretary	Matthew C. Carbone	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ann E. Cole	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Wayne A. Comer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Sheryl M. Crosland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Robert D. Curran	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Amy C. Cummings	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel R. Daly	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph B. Dobranyi	522 Fifth Avenue, New York, NY 10036
Secretary and Treasurer	Alfred W. Dort	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joanne Douvas	522 Fifth Avenue, New York, NY 10036

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 SECRETARY OF STATE  
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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Michael J. Duignan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dave Esrig	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Bernard J. Fahey	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence J. Fuchs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David Gilbert	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael Grimonti	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Erik L. Grabowski	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steven M. Greenspan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne R. Hoagland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Thomas B. Hwang	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Klayre L. Ingerton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Eric W. Johnson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James F. Kennedy	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Ellen O. Kerr	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dennis Keyes	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin D. Krebe	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas P. Lawrence	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Scott M. MacDonald	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steven J. Mastrovich	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Thomas S. Monaghan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin M. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephan T. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Julie Negrón	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Peter J. Nicoletti	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	George L. Ochs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael F. O'Brien	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence M. Ostow	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Elizabeth T. Propp	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Donald J. Rederscheid, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dianna A. Russo	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas A. Schwartz	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David C. Sears	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Frederick N. Sheppard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Uday P. Shah	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jose D. Sitton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael C. Solimene	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hilary J. Spann	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Craig A. Theirl	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Daniel J. Volpano	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yetta Y. Tropper	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James M. Walsh	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Karen M. Wilbrecht	522 Fifth Avenue, New York, NY 10036

2005 MAY 26 11 08 AM  
SECRETARY OF STATE  
ADMINISTRATIVE SERVICES



<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Michael J. Winter	522 Fifth Avenue, New York, NY 10036

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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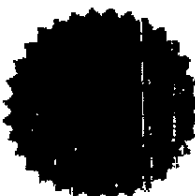
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I&G DIRECT REAL ESTATE MANAGER 13, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2005 MAY 26 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
W.L.P.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3907706

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DATE: 05-26-05