

CORPORATE SERVICES
1201 HAYS BELL
TALLAHASSEE, FL 32310
904 222 9111
904 222 0111 FAX

81000 - 1442 - 110116

F95000000701



MAIL TO
P.O. BOX 5620
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000012
REFERENCE : 541581 82150A
AUTHORIZATION : *Approved*
COST LIMIT : \$ 12,500

ORDER DATE : February 10, 1995
ORDER TIME : 10:57 AM
ORDER NO. : 541581
CUSTOMER NO. : 82150A

0000014013458

CUSTOMER: Mr. Joan M. Sherrett
21 CORPORATE SERVICES
62 WHITE STREET
New York, NY 10013

DOMESTIC ~~POSTAGE~~ *Certification*

NAME: GULF REALTY HOLDING CORPORATION

5/10

RECEIVED FEB 10 1995
10:21

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF FLORIDA

INCORPORATED BY
ALAN TAMM, CEO
INDIVIDUAL

STATE OF FLORIDA

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

1. The name of the corporation is:
Gulf Realty Holding Corporation
2. The corporation is incorporated under the laws of
The State of New York.
3. The Federal Employer Identification Number is: **13-380-2832**
4. The date of incorporation is **December 9, 1994.**
5. The date corporation first transacted business in Florida is
Not Applicable.
6. The address of the principal office of the corporation is:
**1251 Avenue of the Americas
New York, New York 10116**
7. The name and street address of the registered agent in Florida
is:
**XL CORPORATE SERVICES, INC.
4435 Old Winter Garden Road
Orlando, Florida 32802**
8. The nature of the business to be transacted in Florida is:
**To hold a 53.55% interest as Limited Partner of St. Pete Holdings, L.P.,
(a Delaware Partnership)**
9. The names and addresses of the officers of the corporation are
as follows:

Names of Officers

**Yukio Yanaka
President
1251 Avenue of the Americas
New York, New York 10116**

**Wendell Clarke
V. P. & Treasurer
1251 Avenue of the Americas
New York, New York 10116**

Specific Addresses

**William Whinery
Vice President
1251 Avenue of the Americas
New York, New York 10116**

**Robert Hand
Secretary
1251 Avenue of the Americas
New York, New York 10116**

Kenneth Cohen
Vice President
1251 Avenue of the Americas
New York, New York 10116

Richard Forence
Vice President
1251 Avenue of the Americas
New York, New York 10116

10. The names and addresses of the directors of the corporation are as follows:

Names of Directors

Specific Addresses

Sachio Kohjima

1251 Avenue of the Americas
New York, New York 10116

Yukio Yanaka

1251 Avenue of the Americas
New York, New York 10116

Robert Hand

1251 Avenue of the Americas
New York, New York 10116

11. I am familiar with and accept the obligations provided for in s.607.325.


Acceptance by the Registered Agent:

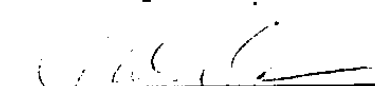

By: Marc D. Moel, Esq.
Assistant Secretary

For: XL CORPORATE SERVICES, INC.

12. The total authorized shares, itemized by class and their par value are as follows:

<u>Shares</u>	<u>Class</u>	<u>Par Value of Shares</u>
200	Common	No par value


Robert Hand
Secretary


Yukio Yanaka
President

STATE OF *New York*

COUNTY OF *New York*

The foreign instrument was acknowledged before me this 7 day of February, 1995, by the officer holding the title of President of Gulf Realty Holding Corporation, (a corporation formed under the laws of the State of New York), on behalf of the corporation.


Notary Public

NANCY MALLM MORTON
Notary Public, State of New York
No. 01MO4934097
Qualified in New York County
Commission Expires June 13, 1996

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FILED
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of GULF REALTY HOLDING CORPORATION was filed on 12/09/1994, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of February
one thousand nine hundred and
ninety-five.

Alexander F. Trenchwell

Secretary of State

199502070243

SECRETARY OF STATE
DIVISION OF GENERAL SERVICES
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