

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

PENDEX REAL ESTATE CORP.

File Number C 125770

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: September 25, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lynette D. [Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Pendex Real Estate Corp. SEP 25 10 29 AM '90
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of New York
4. Its date of incorporation is 2/23/97
5. The address of its principal office is 399 Park Avenue, New York, New York 10043
6. The address to which correspondence should be addressed, if different than item 5, is _____
388 Greenwich Street New York, New York 10013
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____

Pendex Real Estate Corp.

(Corporation name)

By _____

Its _____

Vice President

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

03/25/1990 09:00
CX: 132003397 CT: 4567 BH: 140337

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\corp\forms\CA2.ppt6 Revised 4/97

PENDEX REAL ESTATE CORP.

OFFICERS:

Denise Strain President
Business Address: 399 Park Avenue
 16th Floor
 New York, New York 10043

Jeffrey Serether Vice President and Secretary
Business Address: 399 Park Avenue
 16th Floor
 New York, New York 10043

Paul Polivy Vice President and Treasurer
Business Address: 850 Third Avenue
 4th Floor
 New York, New York 10043

DIRECTORS:

Denise Strain, Chairman
Jeffrey Serether
Paul Polivy

State of New York | **ss:**
Department of State

SEP 25 10 30 AM '98

I hereby certify, that the certificate of incorporation of **PENDEX REAL ESTATE CORP.** was filed on 02/23/1977, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of September
one thousand nine hundred and
ninety-eight.*

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