

State of Idaho

Department of State

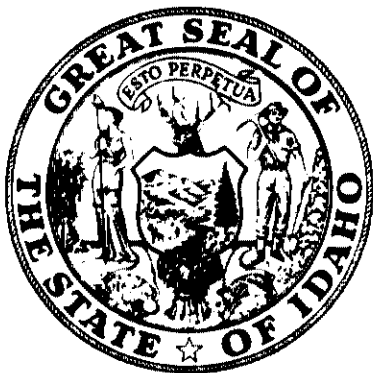
CERTIFICATE OF REGISTRATION OF

R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP to transact business in this State under the name R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated July 29, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Aug J Clark

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

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To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP
2. The name which it shall use in Idaho is R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP
3. It is organized under the laws of California
4. The date of its formation is October 25, 1985
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 220 West Crest Street, Escondido, CA 92025
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:
Purchase commercial properties and lease them back to qualified tenants, distributing the income to investors.
8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

Name	General or Limited	Address
<u>REALTY INCOME CORPORATION,</u> <u>A California Corporation</u>		<u>220 West Crest Street, Escondido, CA 92025</u>
<u>William E. Clark</u>		<u>220 West Crest Street, Escondido, CA 92025</u>
<u>Evelyn J. Clark</u>		<u>220 West Crest Street, Escondido, CA 92025</u>
_____	_____	_____
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(continued on reverse)

8. (Continued)

Name	General or Limited	Address
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9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated July 14, 1987.

By *[Signature]*
 For R.I.C. 21, LTD.
REALTY INCOME CORPORATION (California Domestic)
 William E. Clark,
 A General Partner & President of
 REALTY INCOME CORPORATION
 (California Domestic)

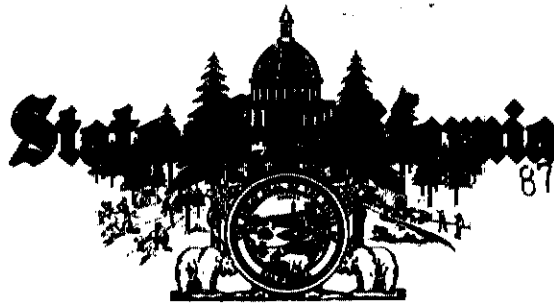
STATE OF CALIFORNIA)
) ss:
 COUNTY OF SAN DIEGO)

I, Donna K. Hamrick, a notary public, do hereby certify that on this
14th day of July, 1987, personally appeared
 before me William E. Clark, who being by me first duly sworn,
 declared that he is a general partner of R.I.C. 21, LTD.

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Donna K. Hamrick
 Notary Public



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Office of
March Fong Eu
Secretary of State
SACRAMENTO

CERTIFICATE OF STATUS CALIFORNIA LIMITED PARTNERSHIP

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 25th day of October, 1985,

R.I.C. 21, LTD., A CALIFORNIA LIMITED PARTNERSHIP

became recognized under the laws of the State of California by filing its Certificate of Limited Partnership in this office; and

That no record exists in this office of a certificate of cancellation of said limited partnership nor of a court order declaring cancellation thereof; and

That according to the records of this office, the said limited partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this limited partnership.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
16th day of July, 1987

March Fong Eu
Secretary of State

