

Certificate of Incorporation

of

160 Madison Avenue Owners Corporation

Under Section 402 of the Business Corporation
Law of the State of New York

IT IS HEREBY CERTIFIED THAT:

1. Name. The name of the Corporation shall be:

160 Madison Avenue Owners Corporation

2. Purposes. The purpose for which it is to be formed
are:

(a) To acquire the land and building erected at 160 Madison Avenue, New York, New York; to hold, operate, manage, sell, exchange and lease all or part of that property and to do the same with respect to any replacement, or addition to the property. The primary purpose of this Corporation is to provide Commercial and Business space for its shareholders by leasing to them, under leases now commonly known as proprietary leases, commercial units in the building on such premises, and all of its shareholders shall be entitled solely by reason of their ownership of shares in the Corporation to proprietary leases entitling them to occupy for business purposes commercial units in the building.

(b) To acquire any other lands, buildings, or rights to be used in connection with 160 Madison Avenue, New York, New York, and to improve, manage, and operate any such property; to rent, lease, and sublease commercial units to its shareholders and to others upon such terms and for such periods as any individual might or could; to procure the necessary permits or licenses from municipal authorities for the operation of commercial buildings and to do and perform every act required by law to be done or performed in the maintenance and operation of commercial buildings; to maintain and operate the necessary conveniences, such as elevators, lighting, and heating, as may be required in the proper operation of a commercial building; to mortgage or otherwise encumber its real property, improvements and equipment; to transfer real estate, in whole or in part, or lease the same in whole or part, for valuable consideration of any character; to buy, sell, and deal in bonds and loans secured by mortgages; and generally to deal with and act in

relation to such real estate and any and every part thereof and to the fullest extent that a corporation organized under the Business Corporation Law is lawfully empowered to do.

3. Authorized shares. The aggregate number of shares which the Corporation shall have authority to issue shall be 360 shares, without par value. All of such shares shall be common shares and shall be issued only in connection with the execution and delivery by the purchaser and the Corporation of a proprietary lease of a commercial unit or units in a building owned or leased by the Corporation.

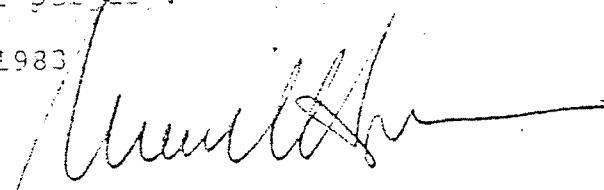
4. Office. The office of the Corporation shall be located at 150 Madison Avenue, City, County and State of New York.

5. Agent for service of process. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served, and the address within the State to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is:

c/o SEGAL, MELTZER & FRIEDLANDER
225 Broadway
New York, New York 10007

In witness whereof the incorporator being at least eighteen years of age, hereby affirms that the statements are true under penalties of perjury.

Dated: September 19, 1983


Michael Irwin Meltzer
c/o SEGAL, MELTZER & FRIEDLANDER
225 Broadway
New York, New York 10007

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11/20

SEGAL, MELTZER & FRIEDLANDER

Attorneys for 160 Madison Avenue Owners Corporation

Office and Post Office Address

225 BROADWAY
NEW YORK, N. Y. 10007
(212) 962-2670

STATE OF NEW YORK
DEPARTMENT

FILED - SEP 21 1983

To

NAME OF CHECK
FILING DEPT

MAIL DATE
MAIL NUMBER

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BY

11/20

Attorney(s) for

Service of a copy of the within

Dated,

Sir: -Please take notice

NOTICE OF ENTRY

that the within is a (certified) true copy of a
duly entered in the office of the clerk of the within named court,

STATE OF NEW YORK
DEPARTMENT OF STATE
TITLE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

NOTICE OF SETTLEMENT

that an order
settlement to the HON.
of the within named court, at

of which the within is a true copy will be
entered in the office of the clerk of the within named court
on the day of
SEP 21 1983
WITNESS MY HAND AND OFFICIAL

SEAL OF THE DEPARTMENT OF
STATE ON THE DATE AGREEMENT
TIONED.


Secretary of State
SEGAL, MELTZER & FRIEDLANDER

Attorneys for

Office and Post Office Address

225 BROADWAY
NEW YORK, N. Y. 10007

EB. NY 25 9 12/83
03714

Attorney(s) for