

JUL. -15' 97 (TUE) 13:49 SILVERSTEIN PROP.

TEL: 212 687 0067

P. 012

CERTIFICATE OF MERGER**OF****7 WORLD TRADE COMPANY, L.P.,****a Delaware limited partnership,****AND****7 WORLD TRADE COMPANY, L.P.,****a New York limited partnership,****INTO****7 WORLD TRADE COMPANY, L.P.,****a Delaware limited partnership**

Pursuant to Section 121-1103 of the New York Revised Limited Partnership Act (the "Act") 7 World Trade Company, L.P., a limited partnership organized under the Act and 7 World Trade Company, L.P., a limited partnership organized under the laws of Delaware, hereby certify that:

1. The name of each constituent limited partnership and the name of the surviving limited partnership is 7 World Trade Company, L.P.

2. 7 World Trade Company, L.P., a domestic limited partnership filed its limited partnership certificate on December 20, 1980 in the office of the Clerk of New York County.

3. 7 World Trade Company, L.P., formed under the laws of the State of Delaware, filed its limited partnership certificate on November 29, 1993 and its application for authority was filed by the department of state on November 29, 1993.

4. The surviving limited partnership may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited partnership or of any