



CT CORPORATION SYSTEM

April 30, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5828906 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

iStar HQ 2003 LP (DE)  
Registration  
Florida

*File 2<sup>nd</sup> Plenic*

iStar HQ 2003 GenPar Inc. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

*Melanie Steinkland*

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

FILED  
03 APR 30 PM 3:26  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. iStar HQ 2003 LP  
(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;  
must contain the word "LIMITED" or "LTD.")

3. Delaware 4. March 14, 2003  
(State of Formation) (Date of Formation)

5. C T Corporation System  
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:  
C T Corporation System  
By: *Debra Whipple* - Debra Whipple  
(Agent must sign on this line)

8. 1114 Avenue of the Americas, 27th Floor, New York, NY 10036

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>iStar HQ 2003 GenPar Inc.</u>	<u>1114 Ave. of the Americas, 27th Flr., New York, NY 10036</u>

F03-2170

10. 1114 Ave. of the Americas, 27th Flr., New York, NY 10036  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

FILED

12, 1114 Ave. of the Americas, 27th Flr., New York, NY 10036

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 24<sup>th</sup> day of April, 2003

[Signature], Senior Vice President of Star HQ 2003 GenPar, Inc.,  
General Partner

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_ personally appeared before me

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

ALLAHASSEE, FLORIDA

03 APR 30 PM 3:26

FILED

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

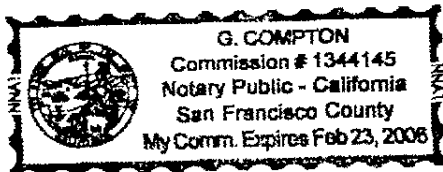
County of San Francisco } ss.

On 4/24/03, before me, G. Compton, Notary Public

personally appeared Geoffrey M. Dugan

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

G. Compton  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Application by Foreign L.P. for Authorization to Transact Buisiness In Florida

Document Date: 4/24/03 Number of Pages: 2

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

- Signer's Name: \_\_\_\_\_
- Individual
  - Corporate Officer — Title(s): \_\_\_\_\_
  - Partner —  Limited  General
  - Attorney in Fact
  - Trustee
  - Guardian or Conservator
  - Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared \_\_\_\_\_  
a general partner of \_\_\_\_\_, a (an) \_\_\_\_\_  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 86,000,000
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 16,900,000

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 24<sup>th</sup> day of April, 2003.

Goffey M. Dugan, Senior Vice President of, Star HQ 2003  
General Partner, Gen for Inc., General Partner  
General Partner

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

\_\_\_\_\_  
(Notary Public Signature)

\_\_\_\_\_  
(Notary's Printed Name)

Seal My Commission Expires: \_\_\_\_\_

FILED  
03 APR 30 PM 3: 26  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

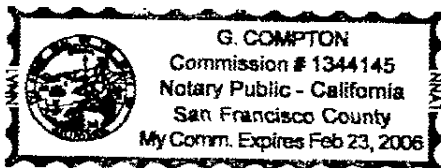
County of San Francisco } ss.

On 4/24/03, before me, G. Compton, Notary Public  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Geoffrey M. Dugan  
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

G. Compton  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Affidavit of Capital Contributions for a Foreign Limited Partnership

Document Date: 4/24/03 Number of Pages: 1

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_

