

APPLICATION FOR
B97000000098
 FLORIDA DEPARTMENT OF STATE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

98

FILED

MAR 27 10 50 AM '99

DOCUMENT # **B97000000098**
 1. Name of Limited Partnership
Royal River Partners, L.P.

DO NOT WRITE IN THIS SPACE

2. Mailing Address 1100 Santa Monica Blvd. Suite 500 Los Angeles, CA 90025 USA		3. Principal Office Address 1100 Santa Monica Blvd. Suite 500 Los Angeles, CA 90025 USA		4. Date Formed or Registered To Do Business in Florida 2-19-97	
5. FEI Number 13-3936177		Applied For		Not Applicable	
6. CERTIFICATE OF STATUS DESIRED <input checked="" type="checkbox"/>		Should Additional Fee required for a Certificate of Status			
7. State or Country of Formation Delaware					

8a. Capital Contributions as Shown on Record \$21,500,000.00	FEES: 1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office. 2.) Supplemental Fee(s): \$103.75 for each year due this office, beginning with 1992 calendar year. 3.) Penalty Fee(s): \$500 penalty fee for each year good faith is delinquent. Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
8b. Amount of Capital Contributions in FLORIDA to Date \$19,267,86.45	

9. Name and Address of Current Registered Agent Corporation Service Company 1201 Hays Street Tallahassee, FL 32301		10. If changed, new registered agent/office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc City	
--	--	---	--

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s) I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partner(s)	Address of Each General Partner (Do NOT use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
Royal Falls Corp.	1100 Santa Monica Blvd. #500	Los Angeles, CA 90025	F9700000098 (3) 98-99 AC 11/18/99

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE By: **Linda K. Ernsburg, V.P.** DATE **2/18/99**
 Typed or Printed Name of General Partner Signing Form: **Royal Falls Corporation** Telephone Number: **310-916-2000**
Linda K. Ernsburg, V.P.