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C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

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-02/25/99-01061-011
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CORPORATION(S) NAME

FBEI - Brickell Key Centre, L.P.

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DIVISION OF CORPORATIONS
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- Profit
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- Limited Liability Company
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- Mark
- Limited Partnership
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- Other UCC-1 / UCC-3
- Reinstatement
- Reservation
- Change of R.A.
- Limited Liability Partnership
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2/25

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Connie

File 2nd

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DIVISION OF CORPORATION

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

1. FBEC - Brickell Key Centre, L.P. (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 (State of Formation) 4. February 17, 1999 (Date of Formation)

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

6. 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.

Connie Bryan CONNIE BRYAN SPECIAL ASSISTANT SECRETARY (Agent must sign on this line)

8. 501 Brickell Key Drive, Suite 600, Miami, Florida 33131 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Brickell Key Centre - FBEC, L.L.C. 501 Brickell Key Drive, Suite 600 Miami, Florida 33131

199-272

(Empty lines for additional partner information)

10. 501 Brickell Key Drive, Suite 600, Miami, Florida 33131 (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 cancelled or withdrawn.

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12. 501 Brickell Key Drive, Suite 600
Miami, FL 33131
(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.

This day of 23rd, February, 19 99.

Brickell Key Centre - FBEC, L.L.C., its general partner
By: Swire Pacific Holdings Inc., its sole member
By: [Signature], Vice President
General Partner

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 23rd day of February, 19 99, Stephen L. Owens, Vice President personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

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[Signature]

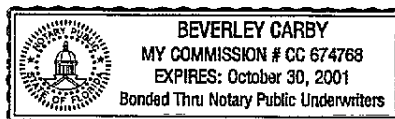
(Notary Public Signature)

Beverley Carby

(Notary's Printed Name)

Seal

My Commission Expires: October 30, 2001



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Brickell Key Centre - FBEC, L.L.C.,
FBEC Brickell Key
a general partner of Centre, L.P., a (an) Delaware limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 99.00.

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.

This 23rd day of February, 19 99

Brickell Key Centre - FBEC, L.L.C.
By: Swire Pacific Holdings Inc., its sole member
By: [Signature], Vice President
General Partner

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 23rd day of February, 19 99, Stephen L. Owens, as Vice President

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)
BEVERLEY CARBY
(Notary's Printed Name)

Seal

My Commission Expires: October 30, 2001

