

**F00000006213**

Florida Department of State  
Division of Corporations  
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**FOREIGN PROFIT QUALIFICATION**

**MAYER MANGEMENT INC.**

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. MAYER MANAGEMENT INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA 3. 954770638  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/02/1999 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UFON FILING  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9090 WILSHIRE BOULEVARD, THIRD FLOOR  
BEVERLY HILLS, CA 90211  
(Current mailing address)

8. REAL ESTATE MANAGEMENT  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 1406 Hays Street, Suite #2

Tallahassee, Florida, 32301  
(Zip code)

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10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: [Signature]  
National Corporate Research, Ltd.  
(Registered agent's signature). A. P. Polizzi, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attached List

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attached List

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

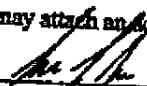
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew J. Starrels, Senior Vice-President, General Counsel and Secretary  
(Typed or printed name and capacity of person signing application)

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**DIRECTOR**

**Alan I. Casden, Sole Director**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**OFFICERS**

**Alan I. Casden, Chairman and Chief Executive Officer**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**Andrew J. Starrsels, Senior Vice President, General Counsel and Secretary**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**David Rosenthal, Chief Financial Officer**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**Robert J. Hildebrand, Executive Vice President, Development**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**Linda D. Miller, Executive Vice President, Acquisitions**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**Lori L. Horn Vice President, Property Management**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

**Jeffrey Sussman, Assistant Secretary**  
9090 Wilshire Boulevard, Third Floor, Beverly Hills, CA 90211

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**SECRETARY OF STATE  
CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **2ND** day of **AUGUST, 1999**, **MAYER MANAGEMENT INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

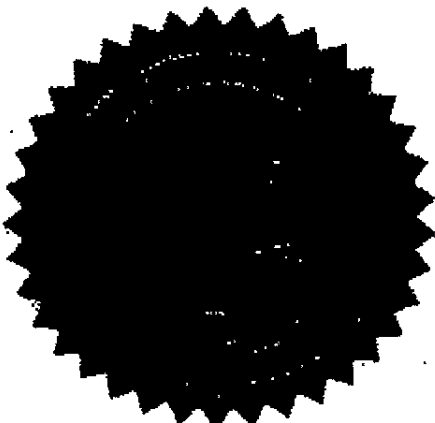
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 26, 2000.



*Bill Jones*  
**BILL JONES**  
Secretary of State

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