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Sherman & Howard L.L.C.

ATTORNEYS & COUNSELORS AT LAW
633 SEVENTEENTH STREET, SUITE 3000
DENVER, COLORADO 80202
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RENO • LAS VEGAS • PHOENIX

Joseph M. Dencker

DIRECT DIAL: 303 299-8166
E-MAIL: jdencker@sah.com

November 10, 2004

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Florida Secretary of State
409 E. Gaines St.

Tallahassee, FL 32399

Re: PERA City Plaza Tampa, Inc.

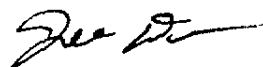
Ladies and Gentlemen:

Enclosed for filing are an Application by Foreign Not for Profit Corporation for Authorization To Conduct its Affairs in Florida and a check in the amount of \$87.50 for the filing fee, certificate of status and certified copy.

Please send the certificate of status and certified copy to me in the enclosed Federal Express envelope.

Thank you for your assistance.

Sincerely,



Joseph M. Dencker

Enclosures

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TALLAHASSEE, FL

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PERA City Plaza Tampa, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Joseph M. Dencker
(Name of Person)

Sherman & Howard LLC
(Firm/Company)

633 17th Street, Suite 3000

(Address)

Denver, CO 80202
(City/State and Zip Code)

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F111111
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Joseph M. Dencker at 303-299-8166
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. PERA City Plaza Tampa, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Colorado 3. 20-1837116
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 4, 2004 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. n/a
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 950 17th Street, Suite 1850
(Principal office address)

Denver, CO 80202
(Current mailing address)

8. Real estate holding
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Dr.

Plantation, Florida 33324
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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.

Hiedi M. Quach Asst. Secretary
(Registered Agent's signature)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jennifer ~~Paquette~~ Paquette

Address: 1300 Logan Street
Denver, CO 80203

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Wade Judge

Address: 950 17th Street, Suite 1850
Denver, CO 80202

Vice President: Kathryn G. Spritzer and Gannon D. Merrell

Address: 950 17th Street, Suite 1850
Denver, CO 80202

Secretary: Peter H. Schaff

Address: 200 E. Randolph Drive, Chicago, IL 60601

Treasurer: Kimball C. Woodrow

Address: 200 E. Randolph Drive, Chicago, IL 60601

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CITY OF DENVER, COLORADO

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

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

14. Kathryn G. Spritzer, Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

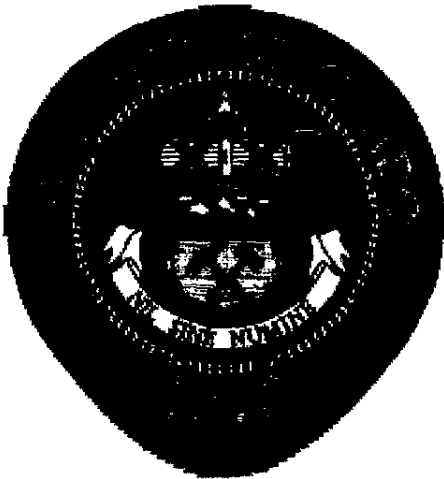
PERA City Plaza Tampa, Inc.

is a
Nonprofit Corporation

formed or registered on 11/04/2004 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20041387430 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 11/01/2004 that have been posted, and by documents delivered to this office electronically through 11/10/2004 @ 12:17:44 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 11/10/2004 @ 12:17:44 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6086894 .



Donetta Davidson

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."