



Prentice Hall Legal & Financial Services

AT: 032-95-02413 (904) 222-7115

120 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

9500001401516

CORPORATION(S) NAME

CHARTER NUMBER

Pera Boca Eleven, Inc.

0.00001401516
02-03-95 01013-001-
****122.50 ****122.50

0.00001401516
02-03-95 01013-001-
****700.00 ****700.00

- Amendment
- Annual Report
- Change of Registered Agent
- Dissolution/Withdrawal
- Domestication
- Fictitious Business Name
- Foreign - Profit
- Foreign - Non-Profit
- Limited Partnership
- Limited Liability
- Mtr. Veh.

- Merger
- Name Reservation
- Name Registration
- Non-Profit/Articles of Incorporation
- Other
- Profit/Articles of Incorporation
- Reinstatement
- Resignation of R.A., Off/Dir
- Trademark
- UCC/Filing 1
- UCC/Filing 3

- Certified Copy
- Photocopy
- Corporate Print-Out
- Fictitious/Owner Search

- CUS
- Good Standing
- R.A., Off/Dir Search

95 FEB - 6 PM 2:15

() Walk In () Call if Problem () Will Wait () Pick up 2-6 11AM DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Phia BY: Worine
 BRANCH RECEIVING: FL BY: Andrea
 REF/JOB # 032-95-02413
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: MAIL FAX FED EXP.
 FILED:
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/ SPEC. HANDL.	_____
MESSANGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

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. PERA Boca Eleven, 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. Delaware 3. 84-1249343
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 5, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 28, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 650 California Street, Suite 1800
San Francisco, California 94108
(Current mailing address)

8. Title holding company
(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:
The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 110 North Magnolia Street
Tallahassee, Florida, 32301
(Zip Code)

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.

The Prentice-Hall Corporation System, Inc.

By: NORINE McINTYRE, Asst. Secy.
(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: Norman G. Benedict

Address: 1400 Logan St
Denver, CO 80203

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Suzanne M. Hauer

Address: 650 California Street, Suite 1800
San Francisco, California 94108

Vice President: Gerald E. Egan

Address: 875 North Michigan Avenue, Suite 4114
Chicago, Illinois 60611

Secretary: Paula M. Ferkull

Address: 875 North Michigan Avenue, Suite 4114
Chicago, Illinois 60611

Treasurer: Paula M. Ferkull

Address: 875 North Michigan Avenue, Suite 4114
Chicago, Illinois 60611

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

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

14. Norman G. Benedict, Chairman
(Typed or printed name and capacity of person signing application)

65 FEB - 4 PM 2:15

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERA ROCA ELEVEN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 1995.

95 FEB -6 PM 2:15



Edward J. Freel

Edward J. Freel, Secretary of State

2358388 8300

950026766

AUTHENTICATION 7396898

DATE 02-03-95

Document Number Only

F95000000 620

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002064735--5
-01/22/97--01120--012
*****35.00 *****35.00

PERA Boca Eleven, Inc.

FILED
97 JAN 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

1-22
RA Change
1-22-97
[Signature]

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PERA Boca Eleven, Inc.

1b. Date of Incorporation November 5, 1993 Document number EP5000000620

2. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.

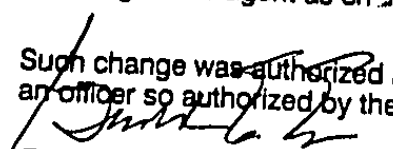
110 North Magnolia Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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97 JAN 22 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



SIGNATURE
January 3, 1997
DATE

Gerald E. Egan, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: Connie Bryan
(Registered Agent)
DATE _____
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)
(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00