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P05952

Florida Department of State  
Division of Corporations  
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Division of Corporations

Fax Number : (850) 617-6380

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

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**RESUBMIT**

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HCP PROPERTY INVESTMENT, INC.

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November 14, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HCP PROPERTY INVESTMENT, INC.  
3760 KILROY AIRPORT WAY  
SUITE 300  
LONG BEACH, FL 90806US

SUBJECT: HCP PROPERTY INVESTMENT, INC.  
REF: P05952

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If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 307A00065808

**CERTIFICATE OF SECRETARY****HCP, INC.**

I, Edward J. Henning, hereby certify that I am the Corporate Secretary of HCP, Inc., a Maryland corporation (the "Corporation"), and further certify that attached hereto as Exhibit A is a true, correct and complete copy of resolutions adopted by the Board of Directors of the Corporation on July 26, 2007, which resolutions have not been revoked, rescinded or modified and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto executed this Certificate as of the 15<sup>th</sup> day of November, 2007.

  
Edward J. Henning

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DIVISION OF CORPORATIONS  
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**EXHIBIT A**

**Resolution Adopted by the Board of Directors  
of HCP, Inc.**

**July 26, 2007**

The following resolutions were adopted by the unanimous vote of the members of the Board of Directors of the Corporation present at this meeting of the Board of Directors of the Corporation, which constitutes the affirmative vote of more than a majority of the entire Board of Directors of the Corporation.

**AUTHORIZATION**

**RESOLVED**, that the Board of Directors does hereby declare advisable, and does authorize and approve, the amendment of the Charter of the Corporation to change the name of the Corporation from *HCP, Inc. conducting business as HCP Property Investment, Inc.* to conduct business as *HCP, Inc. of Maryland*.

**RESOLVED**, that the Corporation and its officers are authorized to solicit business on behalf of the Corporation in the State of Florida using the name *HCP Inc. of Maryland*.

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