

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
FAX 904-222-9172

800-342-8086

B95000000452

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

95 OCT 11 AM 11:22
DIVISION OF CORPORATIONS

FILED
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DIVISION OF CORPORATIONS
95 DEC 13 AM 11:27

ACCOUNT NO. : 072100000032
REFERENCE : 704616 4362A
AUTHORIZATION : *Patricia Pajot*
COST LIMIT : \$ 1837.5

ORDER DATE : October 9, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 704616

CUSTOMER NO: 4362A

700001606767

CUSTOMER: Carolyn Mar, Legal Assistant
Heller Ehrman White
333 Bush Street

San Francisco, CA 94104

FOREIGN FILINGS

NAME: HG PROPERTIES A, L.P.

 PROFIT

 NON-PROFIT

 CORPORATE

XXX LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

W95000000452
W95000000452

B/K
12/13/95

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1. HG PROPERTIES A, L. P.
 (Name of limited partnership as it is in the home state)

2. HG PROPERTIES A LIMITED PARTNERSHIP
 (Name is irrelevant, name under which the limited partnership trades; as to register or business license
 Florida must contain the word "LIMITED" or "LTD.")

5. The Prentice-Hall Corporation System, Inc.
State of Registered Agent for Service of Process

Tallahassee, Florida 32301

Marcia A. Harner, Assistant Secretary
(Agent must sign and date)

32 Lookerman Square, Suite L-100, Dover, Delaware 19904
(Address of registered office required in state of formation or, if not required, address of principal office.)

8. NAMES OF GENERAL PARTNERS	SPECIFIC ADDRESS
MG MANAGEMENT I, L.P.,	c/o CCS Management Inc.
a Delaware limited partnership	11150 Santa Monica Boulevard Suite 1400
615000111450	Los Angeles, California 90025

10. c/o HG Management I, L.P.
11150 Santa Monica Boulevard, Suite 1400, Los Angeles, CA 90025
(Office where Names, Addresses and Contributions of United Persons 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.
HG Properties A, L.P.

12. c/o CCS Management Inc., 11150 Santa Monica Blvd., #1400, Los Angeles, CA 90025
Mailing Address of Limited Partnership

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This 6th day of October, 1995.

See Exhibit A attached hereto and incorporated herein by this reference.

General Partner

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day

of _____, 19____, by _____ of

(Name of General Partner)

(Name of Limited Partnership)

Limited Partnership.

SEE ATTACHED

Notary Public

State of _____ at Large

(SEAL)

My Commission Expires: _____

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EXHIBIT A

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

Page 2 (continued):

HG PROPERTIES A, L.P.,
a Delaware limited partnership,
which will be doing business in
Florida under the name of
HG PROPERTIES A LIMITED PARTNERSHIP

By: HG Management I, L.P.,
a Delaware limited partnership
Its: General Partner

By: CCS Management Inc.,
a California corporation
Its: General Partner

By: Eileen F. Lyons
Name: Christopher W. Goodman Eileen F. Lyons
Title: Secretary Vice President

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ACKNOWLEDGMENT

STATE OF California
COUNTY OF Los Angeles

ss



On October 6, 1995, before me, Dodd BAKIEWICZ
(insert name of notary public) personally appeared
Eileen F. Lyons, personally known to me (or proved
to me on the basis of satisfactory evidence) to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signatures(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Dodd BAKIEWICZ

(SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

(HG Properties A, L.P. dba HG PROPERTIES A Limited Partnership)

BEFORE ME, the undersigned, personally appeared Eileen F. Lyons, Vice President of CCS Management Inc., which is the general partner of HG Management I, L.P., which in turn is the general partner of HG Properties A, L.P., a Delaware limited partnership which will be doing business in Florida under the name of High Grade Properties A Limited Partnership, hereinafter referred to as the "Partnership," who certifies as follows.

1. The amount of capital contributions of the limited partners is in excess of \$30 million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$8,750,000.00

This 10th day of October, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

HG PROPERTIES A, L.P.
a Delaware limited partnership, which will be
doing business in Florida under the name of
High Grade Properties A Limited Partnership

By: HG Management I, L.P.
a Delaware limited partnership
Its: General Partner

By: CCS Management Inc.,
a California corporation
Its: General Partner

By: Eileen F. Lyons
Name: Eileen F. Lyons
Title: Vice President

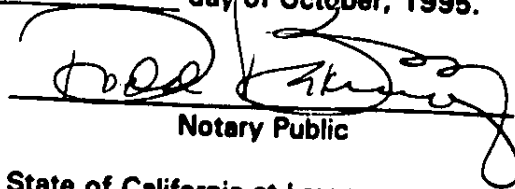
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STATE OF CALIFORNIA
COUNTY OF LOS ANGELES
DATE: OCTOBER __, 1995

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Eileen F. Lyons, Vice President of CCS Management, Inc., which is the General Partner of HG Management I, L.P., which is the General Partner of the Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Vice President of the General Partner of the General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of October, 1995.


Notary Public

Seal



State of California at Large
My Commission expires:

10/21/96

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DOCUMENT #

B9500000452

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 19 AM 11:05

1. Name of Limited Partnership
HG PROPERTIES A, L.P.,
doing business in Florida as
HG PROPERTIES A, LIMITED PARTNERSHIP

Mailing Address
c/o CCS Management Inc.
11150 Santa Monica Blvd.
Suite 1400
Los Angeles, CA 90025

Principal Office Address
11150 Santa Monica Blvd.
Suite 1400
Los Angeles, CA 90025

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
December 13, 1995

3a. Date of Last Report
-0-

4. State or Country of Formation
Delaware

5a. Capital Contributions as Shown
on Record
\$ 8,750,000

5b. Amount of Capital Contributions in
FLORIDA to Date
\$146,743.92

6. FEI Number
95-4548201

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$2.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$578.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Tallahassee, Florida 32301

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code
FL

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of such agent.
Judith L. Blancett,
as agent. DATE 1/19/96

SIGNATURE (Registered Agent Accepting Appointment)
A GENERAL PARTNER THAT IS

CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)
HG Management I, L.P.,
a Delaware limited partnership

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number(s))
c/o CCS Management Inc.
11150 Santa Monica Blvd.
Suite 1400

11b. City, State & Zip Code
Los Angeles, CA 90025

11c. Registration Document Number
B95000000450

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.
12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability for non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee of the partnership.

SIGNATURE

By: CCS Management Inc., Its General Partner
Partner By: Jack Keese, Vice President

DATE 12/21/95
Telephone Number (310) 477-9610

CR2E003 (6/95)