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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 PM 2:29

105.00
70
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105.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Koll Construction LP

500002385155--8
-12/30/97--01003--006
*****87.50 *****87.50

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

12/29/97
DYOR

Ordered By: _____

Date: _____

LP-17.50

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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1. Koll Construction, L.P. (Name of limited partnership as it is in the home state)

2. Koll Construction Florida, L.P. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. California (State of Formation) 4. October 9, 1996 (Date of Formation)

5. Nationscorp Registered Agents, Inc. (Name of Registered Agent for Service of Process)

6. 526 E. Park Avenue (Street Address of Registered Office) Tallahassee, Florida 32301 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process. (Agent must sign on this line)

8. 4343 Von Karman Avenue, Newport Beach, CA 92660 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: Koll Contractors, Inc., a California corporation; 4343 Von Karman Avenue Newport Beach, CA 92660

Handwritten number: 897000006900

10. 4343 Von Karman Avenue, Newport Beach, CA 92660 (Office where Names, Addresses and Contributions of Limited Partners 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 cancelled or withdrawn.

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12. 4343 Von Karman Avenue
Newport Beach, CA 92660
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 20th, October, 19 97

KOLL CONTRACTORS, INC., a California corporation,
General Partner

By: [Signature]
James E. Mizell, II, General Partner
Chief Financial Officer

STATE OF California

COUNTY OF Orange

On this 20 day of OCTOBER, 19 97, Marisa Buckles, Notary Public

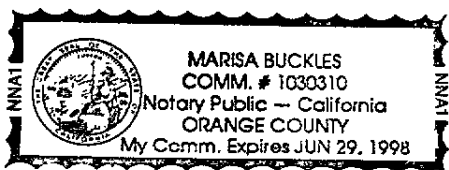
personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

Marisa Buckles
(Notary Public Signature)

Marisa Buckles
(Notary's Printed Name)

Seal

My Commission Expires: June 29, 1998



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

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BEFORE ME the undersigned personally appeared James E. Mizell, II, Chief Financial Officer of Koll Contractors, Inc., a California corporation a general partner of Koll Construction, L.P., a (an) California limited partnership hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,046,452.84.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.

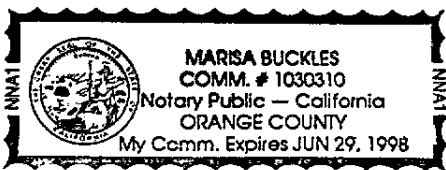
Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 20th day of October, 19 97
KOLL CONTRACTORS, INC., a California corporation

[Signature]
By: James E. Mizell, II Chief Financial Officer

STATE OF California
COUNTY OF Orange

On this 20 day of OCTOBER, 19 97, Marisa Buckles, Notary Public personally appeared before me, who is personally known to me whose identity I proved on the basis of _____



Marisa Buckles
(Notary Public Signature)
Marisa Buckles
(Notary's Printed Name)

Seal

My Commission Expires: JUNE 29, 1998