

Document Number Only

1395000000047

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200

Address
Tallahassee, FL. 32301 (904) 656-8298

City State Zip Phone

RECEIVED 1-10-11-29
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -9 PM 1: 11

CORPORATION(S) NAME

*Starwood/Landmark Partners L.P.
Limited Partnership*

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
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- Call if Problem
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Document Examiner
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Acknowledgment
W.P. Verifier

3.00

2/9/95

C. TAX FILING

R. AGENT FEE 1750.00

D. COPY 35.00

TOTAL 1785.00

H. STATE BALANCE DUE 1785.00

2/4/95

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

Florida Department of State, Jim Smith, Secretary of State

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

1. Starwood/Land Fund Partners I, L.P.
(Name of limited partnership as it is in the home state;
2. Starwood/Land Fund Partners I, L.P., Limited Partnership
(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. Delaware (State of Formation) 4. December 20, 1994 (Date of Formation)
5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
[Signature]
(Officer must sign on this line)
Thomas C. Totaro, Assistant Vice President
(Type Name and Title of Officer)
8. 1209 Orange Street, Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Starwood Land, Inc. 3 Pickwick Plaza, Suite 250
Greenwich, CT 06830
F 4500 0000 678
10. 3 Pickwick Plaza, #250, Greenwich, CT 06830
(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.
12. c/o Starwood Capital Group, 3 Pickwick Plaza, #250, Greenwich, CT 06830
(Mailing Address of Limited Partnership)

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
9 FEB - 9 PM 1994

This 17 day of Feb., 19 95.

[Signature]

General Partner
Eugene A. Gorab, Exec. Vice President
Starwood Land, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB -9 PM 1:11

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of _____, 19 95, by Eugene A. Gorab (Name of General Partner) of Starwood/Land Fund Partners I, L.P. (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Notary Public
State of _____ at Large

(SEAL)

My Commission Expires:

CERTIFICATE OF ACKNOWLEDGEMENT

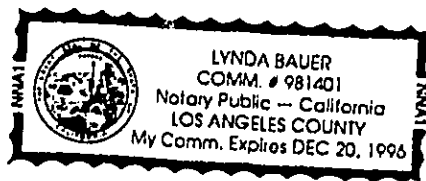
STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On February 1, 1995 before me, Lynda Bauer, a Notary Public, personally appeared EUGENE A. GORAB, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Lynda Bauer

(Seal)



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SECRETARY OF CORPORATIONS
95 FEB - 9 PM 1:11

AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

(of Starwood Land, Inc.

BEFORE ME, the undersigned, personally appeared Eugene A. Gorab, Exec. V.P., a general partner of Starwood/Land Fund Partners I, L.P., a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,222,451.

2. The anticipated amount of the capital contributions of the limited partners that are cated for the purposes of transacting business in Florida is \$ 611,174.

This 24 day of Jan, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -9 PH 1:31

General Partner
Starwood Land, Inc.
By: [Signature]
Eugene A. Gorab, Executive Vice President

STATE OF CT
COUNTY OF Fairfield
DATE 1/24/95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Eugene A. Gorab (~~General Partner~~ known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership. Executive Vice President of

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of January, 19 95.

[Signature]
Notary Public

Seal

State of CT at Large
My Commission Expires:

Beth Van Nostrand
Notary Public, State of Connecticut
No. 105127
My Commission Expires
Feb. 28, 1998

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

FILED **ANNUAL REPORT** **1996**
950000047
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

FILED
95 DEC 29 AM 11:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: **Starwood/Land Fund Partners I, L.P.**
 1a. DOCUMENT # **B 95000000047**
96-AR
CM

Mailing Address: **c/o Starwood Capital Group, L.P.
 Three Pickwick Plaza
 Suite 250
 Greenwich, CT 06830**
 Principal Office Address: _____
 If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

2. New Mailing Address, if Applicable: _____
 Suite, Apt. # etc: _____
 City, State & Zip: _____
 2a. New Principal Office Address, if Applicable: _____
 Suite, Apt. # etc: _____
 City, State & Zip: _____

3. Date Formed or Registered to Do Business in FLORIDA: **2/9/95**
 3a. Date of Last Report: **N/A**
 4. State or Country of Formation: **Delaware**

5a. Capital Contributions as Shown on Record: **\$611,174.00**
 5b. Amount of Capital Contributions in FLORIDA to date: **\$611,174**
 6. FEI Number: **06-1413802**
 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 \$52.50 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 \$576.25 (\$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: **CT Corporation System
 1200 South Pine Island Rd.
 Plantation, FL 33324**
 10. If changed, new Registered Agent/Office:
 Name: _____
 Street Address (P.O. Box Number is Not Acceptable): _____
 Suite, Apt. # etc: _____
 City: _____ FL Zip Code: _____

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 section 620.192, Florida Statutes.
 SIGNATURE (Registered Agent Accepting Appointment): _____ DATE: _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
Starwood Land, Inc.	Three Pickwick Plaza	Greenwich, CT 06830	F 95000000678
			300001683253 -01/10/96--01015--001 ****576.25 ****576.25

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 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of 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 signatures 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, empowered to execute this report as required by chapter 620, Florida Statutes.
 SIGNATURE: *[Signature]* DATE: **12/10/95**
 Typed or Printed Name of General Partner Signing Form: **JEROME C SWAGY** Telephone Number: **203-861-2102**

CR2E003 (6/95)

Rinaldi & Associates

Attorneys at Law

Ellis F. Rinaldi (CT, NY & NJ Bars)
 Associates:
 Eric W. Franklin (CT & NY Bars)
 Rose A. Rinaldi (NY & NJ Bars Only)

Three Pickwick Plaza, Suite 250
 Greenwich, Connecticut 06830
 Telephone 203-861-2121
 Fax 203-861-2122

B950000000 47 January 1, 1997

Via Airborne Express

Division of Corporations
 Attention: Registration Section
 409 E. Gaines Street
 Tallahassee, Florida 32399

300002062049--9
 -01/17/97--01071--005
 ***1750.00 ***1750.00

Re: 1997 Florida Annual Reports

Dear Sir/Madam:

Enclosed are the 1997 Annual Reports for each of the entities listed below, along with a corresponding check for each entity made payable to the Florida Department of State. Also enclosed is a Supplemental Affidavit of Capital Contributions for a Foreign Limited Partnership for entities numbered 1-4 listed below, along with a corresponding check made payable to the Florida Department of State:

Entity	Payment Amount	Check Number
1. Starwood Capital Group, L.P. Document # B93000000517 a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions	\$576.25 \$1,750.00	005148 005210
2. SCG-ACP I Limited Partnership Document # B95000000321 a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions	\$576.25 \$1,750.00	002299 002307
3. Starwood/Land Fund Partners I, L.P. Document # B95000000047 a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions	\$576.25 \$1,750.00	005149 002309
4. ACP Venture I Limited Partnership Document # B95000000161 a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions	\$576.25 \$1,750.00	002297 002308

B95000000 047

3. Starwood/Land Fund Partners I, L.P.
 Document # B95000000047
 a. 1997 Florida Annual Report
 b. Supplemental Affidavit of Capital Contributions

4. ACP Venture I Limited Partnership
 Document # B95000000161
 a. 1997 Florida Annual Report
 b. Supplemental Affidavit of Capital Contributions

SHARED LAW_GRP GUSCORR January 6, 1997
 Verifier LLC

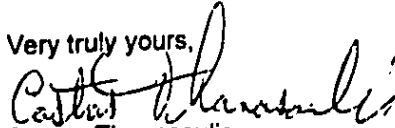
increasing to \$2,200,000.00

F.I.L. 1750.00
 R. / /
 C. / /
 T. / /
 N. LAER
 BALANCE DUE
 REFUND

- | | | | |
|----|--|----------|--------|
| 5. | BSS Capital Partners, Limited Partnership
Document # B93000000515 | \$191.25 | 005151 |
| 6. | SOFI-IV Tampa Office Limited Partnership
Document # B96000000399 | \$576.25 | 000052 |

Thank you.

Very truly yours,


Costas Thanasoulis
Legal Assistant

cc: Eric Franklin, Esq.
Emily Coleman

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of Starwood/Land Fund Partners I, Limited Partnership, a(an) Delaware limited partnership, executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$2,200,000.00.

This 19th day of December, 19 96.

FURTHER AFFIANT SAYETH NOT.

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

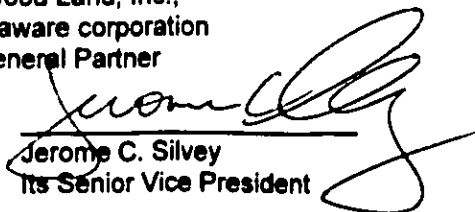
General Partner

See attached Signature page

FILED
97 JAN -9 PM 2:05
SECTION FILE
TALLahassee, FLORIDA

STARWOOD/LAND FUND PARTNERS I, L.P.,

By: Starwood Land, Inc.,
a Delaware corporation
Its General Partner

By: 
Jerome C. Silvey
Its Senior Vice President

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97 JAN -9 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA