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1311 Executive Center Dri	ve, Ste. 200	멸
Address		9 75 8
	(904) 656-8298	E SE
City State Zip	Phone	<u> </u>
CORPORATIO	DN(S) NAME	9 PH
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Curland Land	Jund 11 5	P. Lizated Brynershy
() Profit () NonProfit	() Amendment	() Merger
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() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of R.A. () Fictitious Name
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CR2E031 (1-89)	\$ 6.75	40

Florida Department of State, Jim Smith, Secretary of State

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

1. Overland Land Fold II, L.P.			
(Name of limited partnership as it is in the hom	e state;		
	므		
2. Overland Land Fund II, L.P., LIMITED PART	NERSHIP 95 SE		
(If name is unavailable, name under which the I	limited partnership proposes to register of		
transact business in Florida; must contain the v			
	· 연하는		
3. <u>Delaware</u>	4. <u>December 20, 1994</u>		
(State of Formation)	(Date of Formation) So		
	· 22		
	DRATION SYSTEM O OM		
(Name of Registered Agent f	or Service of Process)		
	ystem, 1200 South Pine Island Road		
(Street Address of Re	gistered Office)		
Plantation	. Florida33324		
(City)	(Zip Code)		
7 Accountance by the Residence American Committee			
7. Acceptance by the Registered Agent for Servi	ce of Process.		
(Officer must si	on on this line)		
Thomas C Totaro, Assistant Vice President			
(Type Name and			
(Type Walle and	Title of Officery		
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 Fund Partners I, L.P.	c/o Starwood Capital Group		
395000 000047	3 Pickwick Plaza, #250, Greenwich, CT 06830		
· · · · · · · · · · · · · · · · · · ·			
Overland Investors, Inc. 147 E. Olive Avenue			
Overland Investors, Inc.	Monrovia, CA 91016		
1			
10. 3 Pickwick Plaza, Suite 250, Greenwich,	CT 06830		
(Office where Names, Addresses and C	ontributions of Limited Partners are kept.)		
11. The limited partnerhsip will undertake to k	can the records listing the address and		
capital contributions of the limited partner or lim	nited partners until the limited partnership's		
registration in Florida is cancelled or withdrawn.	The permane and the minor partitions in a		
12. 3 Pickwick Plaza, Suite 250, Greenwich,	CT 06830		
(Mailing Address of L			
(evitive en an enter enter (

	Vice President of Starwood Starwood/Land Fund I, L.P.	Land, Inc.,	SECRETARY OF STATIONS SECRETARY OF CORPURATIONS 95 FEB -9 PH 1: 26
THE FOREGOING instrument w	as acknowledged and sworn	to before me this	day
of, 19, by		(Name of Genera	il Partner) of
Overland Land Fund II, L.P.			
(Name of Limited Parntership),	A Delaware	(State or Coun	try) Limited
Partnerhsip, on behalf of the Li	mited 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 the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

(Seal)

LYNDA BAUER
COMM. 981401
Notary Public — California
LOS ANGELES COUNTY
My Comm. Expires DEC 20, 1996

AEFIDAVIT OF CAPITAL CONTRIBUTIONS

	Land Fund II, L.P, a	(an)
Delaware , limite	d partnership, hereinafter referr	ed to as the "Partnership", who
certifies as follows.	- partital strip; that attended to the	to to as me i amoromp , who
1. The amount of capital co	ntributions of the limited partner	rs is \$ 100,000
	, , , , , , , , , , , , , , , , , , , ,	
		므
2. The anticipated amount of	of the capital contributions of the	e limited partners that are allo-
cated for the purposes of tra	insacting business in Florida is	\$ 27,500
		B AFE
This 14. day of	Fcb. 1995.	1. 海海里
		Co. Co.
FURTHER AFFIANT SAY	ETH NOT	THE THE PARTY OF T
	- · · · · · · · · · · · · · · · · · · ·	- 70H
Under penalties of perjury t	declare that I have read the fo	oregoing and that the facts 378
true, to the best of my know	edge and belief.	វិ
•		
	A L Barbar	
	General Partner	
	but 19	
:	Eugene A. Gorab, Exec. Vice	Dengident of
	Stanford Land, Inc., the ge	
	Starwood/Land Fund Partners	I, L.P., General Partner
		•
STATE OF	_	
COUNTY OF	~	
DATE	_	
REFORE ME the undersion	od affice a steren Dublic cuth	
to take acknowledgments in	ed officer, a Notary Public auth and for the State and County s	orized to administer oaths and
Deared	(General Par	tner, known to me and known by
me to be the person who exc	ecuted the foregoing Affidavit of	f Capital Contributions, and he
acknowledged to me and be	fore me that he executed this A	ffidavit as General Partner of said
partnership.		
IN WITNESS WHEREOF I	have hereunto set my hand and	d affined an afficial analysis the
State and County aforesaid	this day of	a anixed my official seal, in the
19 95		•
		
	Notary Public	
Seal	State of	at Large
	My Commission Expires:	ar cury b
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CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

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WITNESS my hand and official seal.

Signature

(Seal)



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

Applied For Processor of Section 2015 States and the States of States of Section 2016 State	MITED PARTNERSHIP ANNUAL REPORT			DA DEPARTMEN Sandru Morth Secretary of S	am itale			LED		
SECRETARY OF STATE (ALAHASSEE, FLORIDA DOCUMENT # B9500000048 SECRETARY OF STATE (ALAHASSEE, FLORIDA DOCUMENT # CALAHASSEE, FLORIDA SECRETARY OF STATE (ALAHASSEE, FLORIDA CL. ARA TARACA SUTTE 20 TO COMMON THE INTHOSPACE 2. Now Maining Address. II Application Sono, Aut. 4, UC Cr., Sizes & 20 Sono, Aut. 4, UC Cr., Sizes & 20 Sono, Aut. 4, UC Cr., Sizes & 20 Sono, Aut. 7, UC Sono, Aut. 7, UC Cr., Sizes & 20 Cr., Sizes & 20 Sono, Aut. 7, UC Cr., Sizes & 20 Sono, Aut. 7, UC Cr., Sizes & 20 Cr., Sizes & 2	1996					_	96 JAN 2	9 ANTI:	01	
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Applied For Total State 1 State 1 State 1 State 2 State 1 State 2 State 2 State 2 State 3 Stat	FRLAND LAND FUN!) II, L.P.,	LIMITED P	ARTNERS	SHIP		DO NOT WRITE	IN THIS SPACE.		
Principal Office Address 1 to DO PANACE STREET WILMINGTON PLAZA SUITE 20 BRINCH CT 08820 The Principal Office Address 1 to DO Panace STREET WILMINGTON DE 18901 28. New Principal Office Address III Applicables 29. New Principal Office Address III Applicables Sorte April P. office City, State & Zo 29. New Principal Office Address III Applicables Sorte April P. office City, State & Zo Contributions as Shown Specific C					16-11/		ew Mailing Address, If Applicab	ku 		
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DOVE ACCUPATION SYSTEM 28. Nove Franciscul Office Acceptable South Act 8, otc. City, State A 2p Control of Registered to Do Business in Sa. Date of Lest Report A. State or Country of Formation Sa. Date of Lest Report DE City, State A 2p Ci						Cny. S	тате & Z-ф			
Does native sease are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2e Due from do in programed to Do Business in Sa. Date of Leaf Report 4, State or Country of Formation CP/06/1985 B. Captal Contributions as Shown of Sb. Amount of Captal Contributions in FLORIDA to date on Rev 77, 500-00 S. FEES: 1) Find Fan Computed at a rate of 37 per \$1.000 on amount entered in 50 or 5a if 5b Marill, with a minimum tiling lee of \$32.50 and a maximum of \$437.50 IF AMOUNT DUE SHALL BE NO LESS of 15 13 75 (pursuant to section 057; 135, FS) If the amount entered in 5b is greater than \$10 or 5a if 5b Marill, with a minimum tiling lee of \$32.50 and a maximum of \$437.50 If the amount entered in 5b is greater than \$10 or 5a if \$5 to Marill, with a minimum tiling lee of \$32.50 and a maximum of \$437.50 If the amount entered in 5b is greater than \$10 or 5a if \$5 to Marill, with a minimum tiling lee of \$32.50 and a maximum of \$437.50 If the amount entered in 5b is greater than \$10 or 5a if \$5 to Marill, with a minimum tiling lee of \$32.50 and a maximum of \$437.50 If the amount entered in 5b is greater than \$10 or 5a if \$5 to Marill, with a separate and appropriate faing fee than \$10 or 5a is greater than						28	New Principal Office Address,	II Applicable		
Does addresses are incorrect in any way, their birough the incorrect information and entire correct address an Block 2 and/or 2e Does formation despitated to Do Businers in 38. Date of Last Report 4. State of Country of Formation DE										
PLANDIAN DUE SHALL BE NO LESS THAN \$1912 STARS TO LIVE A MARKE CHECK PAYABLE TO FLORIDA DEPT OF STATUS REgistered Agent 100. Brown of South Park SLAND ROAD PLANTATION FL 33324 103. Pursuant to the provisions of sections 201051 and 600 192. Fixed Statutes, the above numed immed partnership organized or registered under the laws of the Statut of Fords. Such change was authorized by its general partner(s) 1 horizon accept the obligations of section 600 192. Fixed Statutes are provisions of section 20192. Fixed Statutes are provisions of section 600 192. Fixed Statutes are provisions of sections 2010 192. Fixed Statutes 2010 192. F	one aridestas ere intersted in any way, id	e through the inc	orrect information and r	ntur correct addres	s in Block 2 and/or	2a Sund.				
Section Section (Committed as Shown of Section	Date Formed or Registered to Do Busines	in 3a.	Date of Last Report	4. State or Co		City. S				
\$27,500.00 \$27,500.00 \$27,500.00 \$27,500.00 \$160 Application of State of St. per \$1,000 on amount entered in 5b or 5a if 5b Marie, with a minimum rising less of \$22.50 and a maximum of \$437.50 \$2.5 \$100 per per per state of \$7 per \$1,000 on amount entered in 5b or 5a if 5b Marie, with a minimum rising less of \$437.50 \$2.5 \$100 per		h. Amount of	Capital Contributions in	6. FEI Nun	nber		Applied For 7. C)
10. FEES: 1.) Flang Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 50 or 5a if 5b blank, with a minimum ring fee of \$52.50 and a maximum of \$437.50 2.) Supplemental Fee; \$138.75 (pursuant to section 607.133, F.S.) HE AMOUNT DUE STHALL BY DUES THAN 1910 £158.20 ±138.73 (AND MORE) THAN \$578.25 (\$437.50 ± \$138.75) HE AMOUNT DUE STHALL BY DUES THAN 1910 £158.20 ±138.73 (AND MORE) THAN \$578.25 (\$437.50 ± \$138.75) HE AMOUNT DUE STHALL BY DUES THAN 1910 £158.20 ±138.73 (AND MORE) THAN \$578.25 (\$437.50 ± \$138.75) HE AMOUNT DUE STHALL BY DUES THAN 1910 £158.20 ±138.73 (AND MORE) THAN \$578.25 (\$437.50 ± \$138.75) HE AMOUNT DUE STHAN \$100 £158.20 £158.20 ±138.73 (AND MORE) THAN \$578.25 (\$437.50 ± \$138.75) HE AMOUNT DUE amount entered in 5b is guitar than amount ordered in 5a, a supplemental efficient must be submitted along with a septiment and appropriate fixing feet and \$150.00 \$100.0	on Record.	#37 E00	2 00	1067	413799	7		tor a Cortifie		
11. Name(s) of General Partner(s) 11a. Address of Each General Partner (b) 11a. (Do 1/01 Use Post Office Box Number(s) 11b. City, State & Zip Code 11c. Document N 11b. City, State & Zip Code 11c. Document N 11c. Document	PLANTATION FL 33324 10a. Pursuant to the provisions of section for the purpose of changing its regional. I am lamiliar with, and accept	ns 620.1051 and istered office or ri pt the obligations	of section 620 192, Flo	rida Stotutes	City ad limited partnershinda Such change v	p organized vas authorize	DATE	the State of Florida reby accept the ap	i, aubmits this state epointment of regi	
11. Name(s) of General Partner(s) 11a. Address of Each General Partner (b) 11a. (DO 1/OT Use Post Office Now humbers) 11b. City, State & Zip Code 11c. Document N 11c. Docum	A GENERAL PARTNE	R THAT	S A CORPO	RATION,	LIMITED P	ARTN	ERSHIP OR OTH		Becustration/	_
STARWOOD/LAND FUND PARTNERS OVERLAND INVESTORS, INC. C/O 3 PICKWICK PLAZA, 147 EAST OLIVE AVENUE GREENWICH CT 06830 MONROVIA CA 91016 F95000000172				ease of Each Gane	rat Partner		City, State & Zip Code	110.	Document Numb)01
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	•							<u> </u>	onoral par	-
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general p 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 1 release the Division 12. I do hereby certify that the information supplied with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information formation from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed exempt from public access. I further certify that the information from any liability of non-compliance with Section 119 07(3/k) in the event that the information supplied is diversed as a function of the first from the fi	l ti de la companie	S MAY NO	T be changed	on this fo	rm; an ame	ndmen	t must be filed to	nange a g	esse the Dession	16 9 of

	partitlets that 1100 and the part and does not qualify for the exemption stated	I in Section 119 07(3)(k), Florida Statutes Trelease the Division of the Information indicated on
12. I do hereby certify If	that the information supplied with this filling is voluntarily furnished and does not qualify for the exemption stated any liability of non-compliance with Section 119 0/(3)(k) in the event that the information supplied is deemed even in the information supplied is deemed even and securate and that my sipplicates that have the same legal effects as if made under eath 1 further cert is true and securate and that my sipplicate in 10. Fig as Statutes.	rempt from public access i fraction of the limited partnership, receiver or trusted
Corporations from a	any liability of for company and alterior said in made under oath in third com	my trans t tank a same
this annual report is	cute this report as required by mapler 1990. Fig. da Statutes	0/19/96
empowerous to the	s true and accurate and that my sign make shall have the series and cute this report as required by mapter H.D. Fig. da Statutes	DATE
CICNIATURE	Xeanue	-)03.84/-2(0)

Typed or Printed Hame of General Partner Signing Form

Telephone Number ...