

Document Number Only

B95000000161

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 2: 20

095A 000 218 24

AGP Venture I Limit

200001488952
-09/95--01097--003
***1837.50 ***1837.50

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- CUS
- After 4:30
- Pick Up

Name Availability	BTC
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

5/14/95 5/14/95

PLEASE RETURN EXTRA COPIES FILE STAMPED

3:00

G. TAX _____

FILING _____

R. AGENT FEE 1750.00

G. COPY 35.00

TOTAL 52.00

V. BANK 1,837.50

RELA. DIE _____

Florida Department of State, Jim Smith, Secretary of State

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

1. ACP Venture I Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(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 4. May 3, 1995
(State of Formation) (Date of Formation)

5. CT 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.

CT CORPORATION SYSTEM

Loraine Bayne
(Official must sign on this line)
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. Three Pickwick Plaza, Suite 250, Greenwich, CT 06830
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
ACP Venture Corp. <u>FA5000062201</u>	200 E. Robinson Street, Suite 900 Orlando, FL 32801

10. 200 E. Robinson Street, Suite 900, Orlando, FL 32801
(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. 200 E. Robinson Street, Suite 900, Orlando, FL 32801
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 4 PM 2:20

This 3rd day of May, 19 95.

ACP VENTURE CORP

BY:

Allen C. de Olazzara
General Partner

Allen C. de Olazzara, Vice President

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of May, 19 95, by Allen C. de Olazzara Vice President of ACP Venture Corp., a Delaware corporation, the General Partner of ACP Venture I Limited Partnership

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Esther A. Blenstock

Notary Public

State of Florida at Large

My Commission Expires:

9-10-96

(SEAL)



OFFICIAL SEAL
Esther A. Blenstock
My Commission Expires
Sept. 10, 1996
Comm. No. CC 227082

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 4 PM 2: 20

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Allen C. de Olazzara, Vice President
of ACP Venture Corp., a Delaware
corporation
BEFORE ME, the undersigned, personally appeared ACP Venture I Limited Partnership (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 \$ 1,250,000.

2. The anticipated amount of the capital contributions of the limited partners that are allo-
cated for the purposes of transacting business in Florida is \$ 1,250,000.

This 3rd day of May, 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.

General Partner
ACP VENTURE CORP. a Delaware corporation
By: [Signature]
Allen C. de Olazzara
Vice President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAY -4 PM 2:20

STATE OF FLORIDA
COUNTY OF BROWARD
DATE May 3, 1995

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
Allen C. de Olazzara, the Vice * (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership. the Vice President of the

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 3rd day of May,
1995.

[Signature]
Notary Public

Seal

State of Florida at Large
My Commission Expires:
9-10-96



OFFICIAL SEAL
Esther A. Blenstock
My Commission Expires
Sept. 10, 1996
Comm. No. CC 227082

* President of ACP Venture Corp., a Delaware corporation, as General Partner
of ACP Venture I Limited, a Delaware limited partnership,

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
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 JAN -3 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership
1a. DOCUMENT # B9500000161

ACP VENTURE I LIMITED PARTNERSHIP

Mailing Address: **200 EAST ROBINSON STREET, SUITE 900 ORLANDO FL 32801**
Principal Office Address: **THREE PICKWICK PLAZA, SUITE 230 GREENWICH CT 06630**

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

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: **05/04/1995**
3a. Date of Last Report
4. State or Country of Formation: **DE**
5a. Capital Contributions as Shown on Record: **\$1,250,000.00**
5b. Amount of Capital Contributions in FLORIDA to date: **\$1,250,000.00**
6. FEI Number: **06-1423934**
7. CERTIFICATE OF STATUS REQUIRED: Applied For, Not Applicable

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 807.193, 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: **C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION FL 33324**
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 section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

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
ACP VENTURE CORP.	200 EAST ROBINSON STR	ORLANDO FL 32801	F95000002201
			700001683447 -01/10/96--01017--025 ****292.50 ****292.50
			700001683447 -01/10/96--01017--026 ****292.50 ****292.50

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 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 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 empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE: *[Signature]* DATE: **12-21-95**
Typed or Printed Name of General Partner Signing Form: **Deke Johnson** Telephone Number: **407 839 1011**

CR2E003 (6/95)

B95 000000 161

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

January 8, 1997

Via Airborne Express

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

Re: **1997 Florida Annual Reports**

700002062047--5
 -01/17/97--01071--004
 ***1750.00 ***1750.00

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	\$576.25	005148
b. Supplemental Affidavit of Capital Contributions	\$1,750.00	005210
2. SCG-ACP I Limited Partnership Document # B95000000321		
a. 1997 Florida Annual Report	\$576.25	002299
b. Supplemental Affidavit of Capital Contributions	\$1,750.00	002307

JAN - 9 PM 2:05
 CHECK NUMBER
 005148
 005210

Name	3. Starwood/Land Fund Partners I, L.P.		
Availability	Document # B95000000047		
Document	a. 1997 Florida Annual Report	\$576.25	005149
	b. Supplemental Affidavit of Capital Contributions	\$1,750.00	002309
	4. ACP Venture I Limited Partnership		
	Document # B95000000161		
	a. 1997 Florida Annual Report	\$576.25	002297
	b. Supplemental Affidavit of Capital Contributions	\$1,750.00	002308
Signature			
Address			
Telephone			
Verification			
P. Verifier			

increasing to
 \$2,000,000.00

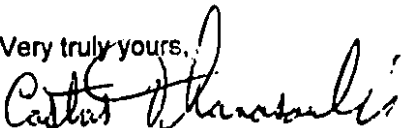
C. TAX \$576.25 002297
 R. FEE 1,750.00 002308
 BALANCE DUE
 REFUND

B95000000 161

- | | | | |
|----|--|----------|--------|
| 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 ACP Venture I Limited Partnership
Delaware, a(an) Delaware limited partnership, ex-
ecuted 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 pur-
pose of transacting business in Florida is \$2,000,000.00.

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

97 JAN -9 PM 2:05
FILED
TALLAHASSEE, FLORIDA

FILED

ACP Venture I Limited Partnership

By: ACP Venture Corp.,
a Delaware corporation
Its General Partner

By: 
Jerome C. Silvey
Its Secretary

FILED

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