

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

*Please file
2nd*

B95000000310



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 669322 4371A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$

95.95

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 29 AM 9:41

ORDER DATE : August 25, 1995

ORDER TIME : 1:50 PM

ORDER NO. : 669322

CUSTOMER NO: 4371A

CUSTOMER: Vivian Godoy, Legal Assistant
Paul Hastings Janofsky
23rd Floor
555 South Flower Street
Los Angeles, CA 90071

300001571483

271.25

FOREIGN FILINGS

PLEASE FILE SECOND

NAME: SPV REAL ESTATE PARTNERS
NO. 1, L.P.

*8/29/95
BN*

RECEIVED
95 AUG 28 PM 4:15
DIVISION OF CORPORATIONS

XX PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

(THREE) XX CERTIFIED COPY

(THREE) XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

*R.4500003817
by one
people*

Florida Department of State, Jim Smith, Secretary of State

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

1. SPV Real Estate Partners No. 1, L.P.
(Name of limited partnership as it is in the home state;

2. SPV Real Estate Partners No. 1, 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 4. January 6, 1994
(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

(Officer must sign on this line)

Thomas C. Totaro

(Type Name and Title of Officer)

8. CT Corporation System, 1200 South Pine Island Road, Plantation Florida
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.) 33324

9. NAME OF GENERAL PARTNERS

SPV Real Estate Corporation

SPECIFIC ADDRESS

1999 Avenue of the Stars
Suite 2000
Los Angeles, CA 90067

F95000004152

10. 1999 Avenue of the Stars, Suite 2000, Los Angeles, CA 90067
(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. 1999 Avenue of the Stars, Suite 2000, Los Angeles, CA 90067
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 9 1994

This _____ day of August 23, 19 95.

Amy J. Wissmann

By: Amy J. Wissmann, Secretary & CFO of
SPV Real Estate Corporation, the General Partner

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day
of August, 19 95, by Amy J. Wissmann (Name of General Partner) of

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

Virginia Barba

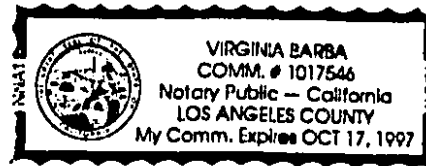
Notary Public

State of California at Large

My Commission Expires:

10-17-97

(SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 29 AM 9:41

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Amy J. Wissmann, Secretary & CFO of SPV Real Estate Corporation, a general partner of SPV Real Estate Partners, a limited Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.

This 23rd day of August, 1995.

FURTHER AFFRANT SAYETH NOT.

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



General Partner

Amy J. Wissmann, Secretary & CFO of SPV Real Estate Corporation, the General Partner

State of California

County of Los Angeles

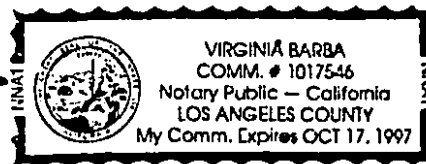
Date 8-23-95

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 Amy J. Wissmann (Known 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.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of August, 1995.



Notary Public



Sent

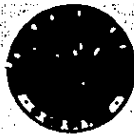
State of California at Large

My commission expires: 10-17-97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 29 AM 9:41

FILE OR ON BEFORE APRIL 1, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 APR -1 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000310

**SPV REAL ESTATE PARTNERS NO. 1, LIMITED PARTNERS
HIP**

Mailing Address

1800 AVENUE OF THE STARS, SUITE 2000
LOS ANGELES CA 90067

Principal Office Address

C/O C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

2. New Mailing Address, if Applicable

Suite, Apt. # etc. **000001772240**
City, State & Zip **-04708/96-01042-013**
*****191.25 ***191.25**

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 **08/29/1995**

3a. Date of Last Report

4. State or Country of Formation
DE

5a. Capital Contributions as Shown
on Record
\$1,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
1000

6. FEI Number
95-4457816

Applied For
No Applicable

7. CERTIFICATE OF STATUS REQUIRED

☒ \$0.75 Additional Fee required
for a Certificate of Status

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

OR
4-4

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

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 in compliance 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

SPV REAL ESTATE CORPORATION

1800 AVENUE OF THE ST

LOS ANGELES CA 90067

F85000004152

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 the general partner(s) 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 Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

by SPV Real Estate Corporation, general partner

Telephone Number

310-203-9600
by Amy Weissmann, CFO & Senior Vice President

CR2E003 (11/95)