

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

1. SCG - ACP I Limited Partnership
(Name of limited partnership as it is in the home state)

2. SCG - ACP I 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. 8/31/95
(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)

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP -1 PM 1:28

7. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM

Bruce Bass
(Officer must sign on this line)

Special Agent in Charge
(Type Name and Title of Officer)

8. 1205 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SCG - ACP GP I, Inc.

895 0000 4359

SPECIFIC ADDRESS

c/o Starwood Capital Group, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, CT 06830

10. c/o Starwood Capital Group, L.P. Three Pickwick Plaza, Suite 250, Greenwich, CT
(Office where Names, Addresses and Contributions of Limited Partners are kept.) 06830

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. Three Pickwick Plaza, Suite 250, Greenwich, CT 06830
(Mailing Address of Limited Partnership)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 7 PM 1:28

This 5th day of September, 1995
SCG - ACP GP I, Inc.

By: [Signature]
General Partner
Name:
Title:

STATE OF Connecticut
COUNTY OF Fairfield

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of September, 1995, by Jerome C. Silver as SVP of (Name of General Partner) of SCG-ACP GP I, Inc., general partner of SCG-ACP I Limited Partnership (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Paula Taccone

Notary Public
State of _____ at Large
Paula Taccone
Notary Public, State of Connecticut
No. 105126
My Commission Expires
Feb. 28, 1999

(SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

GP I Inc.

BEFORE ME, the undersigned, personally appeared Jerome C. Silvey, S.V.P., SCG-ACP & general partner of SCG- ACP I Limited Partnership, 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 \$ 6,039,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 6,039,000.

This 5th day of September, 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

[Handwritten signature of Jerome C. Silvey]

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DIVISION OF CORPORATIONS
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STATE OF Connecticut
COUNTY OF Fairfield
DATE 9-5-95

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 Jerome C. Silvey, SVP, SCG-ACP GP I, Inc. (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of September, 1995.

Paula Taccone
Notary Public

Seal

State of _____ at Large
My Comm. Expires
Notary Public, State of Connecticut
No. 105126
My Commission Expires
Feb. 28, 1999

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

B950000321

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 PM 12:41

1. Name of Limited Partnership
**SCG-ACP I
Limited Partnership**

1a. DOCUMENT #
B9500000321

DO NOT WRITE IN THIS SPACE

Mailing Address
**Three Pickwick Plaza
Suite 250
Greenwich, CT 06830**

Principal Office Address

2. New Mailing Address, If Applicable

Suite, Apt. #, etc

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA **9/7/95**

3a. Date of Last Report
N/A

4. State or Country of Formation
Delaware

City, State & Zip

5a. Capital Contributions as Shown
on record
6,039,000

5b. Amount of Capital Contributions in
FLORIDA to date
6,039,000

6. FEI Number
06-1433066

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 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 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)
SCG-ACPGP I, Inc.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)
**Three Pickwick Plaza,
Suite 250**

11b. City, State & Zip Code
Greenwich, CT 06830

11c. Registration/
Document Number
F9500000359

**100001687921
-01/12/96--01025--008
****585.00 ****585.00**

CSJ/KWM

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 607, Florida Statutes.

SIGNATURE *Jerome C. Silver*

DATE **12/10/95**

Typed or Printed Name of General Partner Signing Form **JEROME C. SILVER, SVP**

Telephone Number **203-861-2100**

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

B95000000321 January 8, 1997

Via Airborne Express

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

600002061946--0
 -01/17/97--01061--024
 ***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 #
1. Starwood Capital Group, L.P. Document # B93000000517 a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions	\$576.25 \$1,750.00	051100 052000
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

FILED
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 DIVISION OF CORPORATIONS
 JAN 17 1997
 TALLAHASSEE, FLORIDA

Name	3. Starwood Land Fund Partners I, L.P.
Document #	Document # B95000000047
Payment	a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions
Method	4. ACP Venture I Limited Partnership
Document #	Document # B95000000161
Upper Verifier	a. 1997 Florida Annual Report b. Supplemental Affidavit of Capital Contributions
Acknowledgement	UCC
W. P. Verifier	UCC

SHARED LAW GROUP CORP January 8, 1997

increasing to \$6,000,000.00


B95000000321

C. TOTAL 1750.00
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 R.
 C.
 I.
 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 SCG-ACP I Limited Partnership, a(n)
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 \$6,600,000.00.

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.

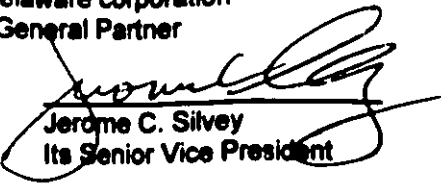
General Partner

see Attached Signature Page

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DIVISION OF CORPORATIONS
97 JAN -9 PM 1:57

SCG-ACP I LIMITED PARTNERSHIP

By: SCG-ACP GP I, INC.,
a Delaware corporation
Its General Partner

By: 
Jerome C. Silvey
Its Senior Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 1:57