

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 221-1111
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B96000000280



ACCOUNT NO. : 072100000032

REFERENCE : 024097 4724048

AUTHORIZATION :

COST LIMIT : \$ 1846.25

96 JUL 19 PM 1:43
SECURITY DIVISIONS
FBI

ORDER DATE : July 18, 1996

ORDER TIME : 11:22 AM

ORDER NO. : 024097

CUSTOMER NO: 4724048

501101 2222002

CUSTOMER: Ms. Patricia A. Moeller
Greenberg Traurig Hoffman
153 E. 53rd St.
35th Floor
New York, NY 10022

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FOREIGN FILINGS

NAME: HOLLYWOOD HILLS PLAZA LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

X needs today's file date will send original document tomorrow.

Thank you
Karen Regan

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

1. HOLLYWOOD HILLS PLAZA LIMITED PARTNERSHIP Name
of Limited Partnership as it is in the State of filing.)

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
(State of Formation)

4. July 11, 1996
(Date of Formation)

5. CORPORATION SERVICE COMPANY
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address or Registered Office)

Tallahassee Florida 32301
(City) (Zip Code)

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

Having been named to accept service of process for the foreign limited partnership named in this "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §620.192 of the Florida Statutes.

CORPORATION SERVICE COMPANY, Registered Agent
Karen B. Mozar

BY: Karen B. Mozar
18. agent for Corporation Service Company
Dated: July 18th, 1996.

8. 1013 Centre Road, Wilmington, DE 19805-1297
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNER:

HHP GENPAR, INC.

SPECIFIC ADDRESS:

1999 Avenue of the Stars
Suite 1200
Los Angeles, CA 90067

10. 1999 Avenue of the Stars, Suite 1200, 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 1200, Los Angeles, CA 90067
Mailing Address of the Limited Partnership

This 14th day of July, 1996.

GENERAL PARTNER:

HHP GENPAR, INC.,
Delaware corporation,
general partner



Lawrence A. Kestin, Vice President

FILED - STATE
SECRETARY OF STATE
96 JUL 18 PM 1:43

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared LAWRENCE A. KESTIN, Vice President of HHP GENPAR, INC., a Delaware corporation, being the sole general partner of HOLLYWOOD HILLS PLAZA LIMITED PARTNERSHIP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ - 0 -.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$ 19,800,000.

This 14th day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

HHP GENPAR, INC.,
a Delaware corporation,
general partner



Lawrence A. Kestin, Vice President

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 17th day of July, 1996 by LAWRENCE A. KESTIN as Vice President of HHP GENPAR, INC., a Delaware corporation, the sole general partner of HOLLYWOOD HILLS PLAZA LIMITED PARTNERSHIP, for and on behalf of the Partnership. He personally appeared before me and is personally known to me.

[NOTARIAL SEAL]

P. A. MOELLER
Notary Public, State of New York
No. 01MO49603583
Nassau County
My Commission Expires March 12, 1998

PATRICIA A. MOELLER
Notary Public, State of New York
No. 01MO49603583
Qualified in Nassau County
My Commission Expires March 12, 1998

Notary: Patricia A. Moeller
Print Name: Patricia A. Moeller
Notary Public, State of New York
My commission expires: March 12, 1998

FILED
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SECRETARY OF STATE
NEW YORK