

Document Number Only

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C Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 31 PM 2:15

200002337962--9  
-11/04/97--01076--013  
\*\*\*1750.00 \*\*\*1750.00

CP Miami Retail, L.P., a Delaware limited partnership

200002337962--9  
-11/04/97--01076--014  
\*\*\*\*35.00 \*\*\*\*35.00

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

200002337962--9  
-11/04/97--01076--015  
\*\*\*\*61.25 \*\*\*\*61.25

- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS

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10131

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G. TAX \_\_\_\_\_  
 FILING \_\_\_\_\_ 1750.00  
 R. AGENT FEE \_\_\_\_\_ 35.00  
 C. COPY \_\_\_\_\_ 61.25  
 TOTAL \_\_\_\_\_ 1846.25  
 N. BOND \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 DEFUND \_\_\_\_\_

BK  
10/31/97

Florida Department of State, Jim Smith, Secretary of State

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

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1. CP Miami Retail, L.P., a Delaware 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 (State of Formation)

4. 10-29-97 (Date of Formation)

5. CT CORPORATION SYSTEM (Name of Registered Agent for Service of Process)

6. c/o CT 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

Randy A. Shelley (Officer must sign on this line)

RANDY A. SHELLEY SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)

8. (Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

CP Miami Retail Operating Corporation

SPECIFIC ADDRESS

10777 Westheimer, Suite 1000 Houston, Texas 77042

F97000085729

10. 10777 Westheimer, Suite 1000, Houston, Texas 77042

(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. 10777 Westheimer, Suite 1000, Houston, Texas 77042

(Mailing Address of Limited Partnership)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 31 PM 2:15

This 28<sup>th</sup> day of October, 1997.

CP Miami Retail Operating Corporation  
**General Partner**

By: *James R. Nickles*  
James R. Nickles, Vice President

STATE OF TEXAS  
COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 28<sup>th</sup> day of October, 1997, by CP Miami Retail Operating Corporation (General Partner) of

CP Miami Retail, L.P.

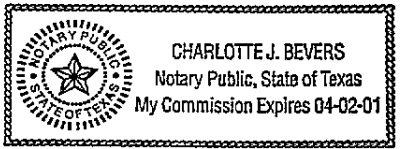
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

*Charlotte J. Bevers*

Notary Public  
State of Texas at Large

(SEAL)

My Commission Expires:  
4-2-01



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DIVISION OF CORPORATIONS

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared James R. Nickles, Vice President of CP Miami Retail Operating Corporation general partner of CP Miami Retail, L.P., 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 \$4,000,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$4,000,000.

This 28<sup>th</sup> day of October, 19 97.

**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.

CP Miami Retail Operating Corporation  
General Partner

[Signature]

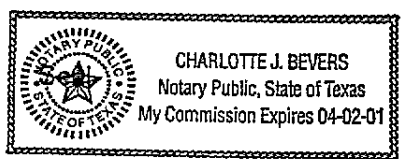
By: James R. Nickles, Vice President

STATE OF Texas  
 COUNTY OF Dallas  
 DATE October 28, 1997

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 James R. Nickles, Vice President (General 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.

CP Miami Retail Operating Corporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28<sup>th</sup> day of October, 19 97.



[Signature]  
 Notary Public

State of Texas at Large  
 My Commission Expires:  
4-2-01