

B9800000043

Document Number Only

CF Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002408202-4
-01/22/98-01018-013
****227.50 ****227.50

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN 20 9M 2:05

CP Miami Retail Managers L.P., a Delaware Limited Partnership

- | | | |
|---|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC Filing |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| | <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 |
| | <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait |
| | | <input type="checkbox"/> Pick Up |

| | |
|-------------------|----------------|
| Name Availability | <i>De 1/20</i> |
| Document Examiner | <i>De</i> |
| Updater | <i>De</i> |
| Verifier | <i>De</i> |
| Acknowledgment | <i>De</i> |
| W.P. Verifier | <i>De</i> |

Please Return Extra Copies
File Stamped.
Thank You!!!

elope

cora forke

1/20
ffs 1/6/98
cert \$61.25

RECEIVED
 98 JAN 20 PM 12:54
 DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

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

1. CP Miami Retail Managers, 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. 1/16/98 (Date of Formation)

5. C T 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:05

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

C T CORPORATION SYSTEM

(Officer must sign on this line)
MICHAEL E. JONES

(Type Name and Title of Officer) ASSISTANT SECRETARY

8. c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, De 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
CP Miami Retail Operating Corporation 10777 Westheimer, Suite 1000
Houston, Texas 77042
597-5729

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)

This 31st day of December, 1997.

CP Miami Retail Operating Corporation, a Delaware corporation

By: [Signature]
General Partner

James R. Nickles, Vice President

STATE OF TEXAS

COUNTY OF Harris

President of CP Miami Retail Operating Corporation

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of December, 1997, by James R. Nickles, Vice (Name of General Partner) of

CP Miami Retail Managers, L.P.

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

[Signature]

Notary Public

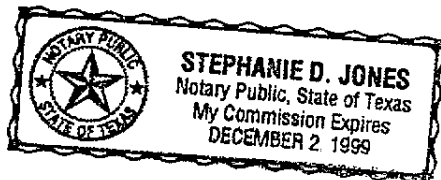
State of Texas at Large

(SEAL)

My Commission Expires:

12.02.99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 2:05



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

President of
CP Miami Retail
Operating Corporation

BEFORE ME, the undersigned, personally appeared James R. Nickles, Vice, a general partner of CP Miami Retail Managers, 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 \$ 18,750.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 18,750.00.

This 31st day of December, 1997.

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

By: [Signature]
James R. Nickles, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 2:05

STATE OF Texas
COUNTY OF Harris
DATE Jan 7, 98

of CP Miami Retail Operating Corporation
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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of January, 1998.

Stephanie D. Jones
Notary Public

State of TEXAS at Large
My Commission Expires: 12-02-99

