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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092 **DATE:** 5/23 000003263870--2 -05/23/00--01097--009 ******96.25 ******96.25

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•	Corporation(s) Name	
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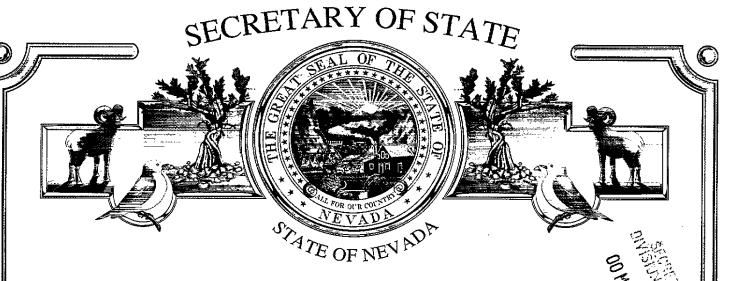
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT. BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. TCI Bay Plaza	ı П, Inc.		3
words or abbre		e as will clearly indi	"COMPANY", "CORPORATION" or cate that it is a corporation instead of a ent.)
2. Nevada	•	3.	Applied for
(State or countr	y under the law of which it is inco	orporated)	(FEI number, if applicable)
4. May 16, 2000		5. perpetual	
	te of incorporation)	(Duration	: Year corp. will cease to exist or "perpetual")
6. upon approval	of this qualification		
(Date firs	st transacted business in Florida.)	(SEE SECTIONS 6	07.1501, 607.1502 and 817.155, F.S.)
7. 10670 North C	Cental Expressway, Dallas, Texas	75231	
	(Current	mailing address)	
	•		
8. Real Estate Ma			
(Purpose	(s) of corporation authorized in he	ome state or country	to be carried out in state of Florida)
9. Name and st	reet address of Florida regist	ered agent: (P.O	. Box or Mail Drop Box NOT acceptable)
	9		· · · · · · · · · · · · · · · · · · ·
Name:	C T Corporation System		• · · · · · · · · · · · · · · · · · · ·
Office Address:	1200 South Pine Island Road		
	Mandadian		or 11 2220.4
	Plantation	·	, Florida, <u>33324</u> (Zip code)
			(
10. Registered	agent's acceptance:		
this application, I with the provision the obligations of	hereby accept the appointment as of all statutes relative to the promy position as registered agent. C T Corporation System (Regist	s registered agent of oper and complete part of the	ss for the above stated corporation at the place designated and agree to act in this capacity. I further agree to comply performance of my duties, and I am familiar with and accessive BRYAN CIAL ASSISTANT SECRETARY
			nan 90 days prior to delivery of this application to the ustody of corporate records in the jurisdiction under the law
which it is incorpo		31110100 HU 1 MIS VI	

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 -9/2/99 C T System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Karl L. Blaha	
Chairman: Karl L. Blaha Address: 10670 North Central Expressway, Dallas, Texas 75231	
Vice Chairman: Robert A. Waldman	
Address: 10670 North Central Expressway, Dallas, Texas 75231	
Director:	
Address:	
Director:	
Address:	
B. OFFICERS (Street address only - P.O. Box NOT acceptable)	
President: Karl L. Blaha	The second secon
Address: 10670 North Central Expressway, Dallas, Texas 75231	
Vice President: Bruce A. Endendyk	
Address: 10670 North Central Exrpessway, Dallas, Texas 75231	
Secretary: Robert A. Waldman	
Address: 10670 North Central Expressway Dallas Texas 75231	
Treasurer: Thomas A. Holland	
Address: 10670 North Central Expressway, Dailas, Texas 75231	
NOTE: If necessary, you may attach an addendum to the application listing additional officers	s and/or directors.
13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of	the continuity
14. Robert A. Waldman, Secretary	*
(Typed or printed name and capacity of person signing appli	ication)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, TCI BAY PLAZA II, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 16, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 22, 2000.

Secretary of State

Certification Clerk