

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

CFP Venture, Inc.

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal
☐ Reinstatement

☐ Mark

☐ Limited Partnership
☐ LLC

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of RA
☐ UCC

☒ Certified Copy
(2)

☐ Photocopies

☒ CUS
(2)

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☐ After 4:30
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06/12/00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 12 PM 2:40

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:16

**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. CFP Venture, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. Applied for.
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 8, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o CenterAmerica Property Trust, L.P., 3901 Bellaire Blvd., Houston, Texas 77025

(Current mailing address)

8. See Annex II attached hereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Annex I attached hereto.

Address: _____

Vice Chairman: See Annex I attached hereto.

Address: _____

Director: See Annex I attached hereto.

Address: _____

Director: See Annex I attached hereto.

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Annex I attached hereto.

Address: _____

Vice President: See Annex I attached hereto.

Address: _____

Secretary: See Annex I attached hereto.

Address: _____

Treasurer: See Annex I attached hereto.

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael D. Axelrad, Vice President

(Typed or printed name and capacity of person signing application)

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CFP VENTURE, INC.

ANNEX I

OFFICERS:

Scott D. MacDonald	President
Michael D. Axelrad	Vice President and Secretary
J. Lamar Haggard	Vice President
John J. Gilluly	Vice President and Assistant Secretary

Addresses for each of the above is:

c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

DIRECTORS:

Scott D. MacDonald
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

John J. Gilluly
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

Michael D. Axelrad
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

Bernard J. Angelo
c/o Global Securitization Services, LLC
114 West 47th Street, Suite 1715
New York, NY 10036

Tony Wong
c/o Global Securitization Services, LLC
114 West 47th Street, Suite 1715
New York, NY 10036

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CFP VENTURE, INC

ANNEX II

Subject to the limitations set forth herein, the purpose for which the Corporation is organized is to engage solely in the following activities:

- (1) to serve as the sole general of CFP Venture I, L.P., a Delaware special purpose limited partnership (the "Partnership");
- (2) to act as, and exercise all of the authority of, the general partner of the Partnership, including, without limitation:
 - (a) to execute and deliver an Agreement of Limited Partnership for the Partnership dated as of the date hereof, and any and all amendments, supplements, restatements or other modifications thereto, between the Corporation, as sole general partner, and CenterAmerica Property Trust, L.P., a Delaware limited partnership, as limited partner (the "Partnership Agreement");
 - (b) to execute and deliver, on behalf of the Partnership, (i) a loan agreement with Secore Financial Corporation, as the Mezzanine Lender (herein so called) (the "Mezzanine Loan Agreement"), and a promissory note evidencing a loan in the approximate aggregate amount of \$25,000,000 (the "Mezzanine Loan") payable to the order of the Mezzanine Lender (the "Mezzanine Note"); and (ii) any and all assignments, deeds of trust, pledge agreements, financing statements, security agreements and all other agreements, certificates, documents, notices, papers or other writings in connection with such borrowings;
 - (c) to engage in any activities necessary to authorize, execute and deliver any other instrument, agreement, certificate, notice or document in connection with the activities described above, including the filing of any instrument, agreements, certificates, notices, applications and other documents necessary or advisable to comply with any applicable laws, statutes, rules and regulations or necessary or advisable to perfect or protect the above-referenced security interests;
 - (d) to engage in such lawful activities and to exercise such powers permitted to corporations under the laws of the State of Delaware that are necessarily incident to or connected with the foregoing or necessary or convenient to accomplish the foregoing and which are consistent with the limitations set forth in the Certificate of Incorporation of the Corporation; and
 - (e) to take any and all actions necessary under and pursuant to the Partnership Agreement and the Mezzanine Loan Agreement; and
- (3) to transact any and all lawful business for which the Corporation may be organized under the State of Delaware and the State of Florida that is incident, necessary and appropriate to accomplish the foregoing.

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFP VENTURE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0488762

DATE: 06-09-00