

F00000003793

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 7/4

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*****78.75 *****78.75

Corporation(s) Name

Tampa Hotel - VEF IV Operator, Inc.

☒ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☒ Certified Copy
☐ Arts/amends/mergers ☐ Other-See Above

☐ Photocopies

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

3/2 7/6

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL

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00 JUL -6 AM 10:18
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

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. Tampa Hotel - VEF IV Operator, 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

(State or country under the law of which it is incorporated)

3. 58-2547310

(FEI number, if applicable)

4. May 25, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 7, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Lend Lease Real Estate Investments, Inc., 455 North Cityfront Plaza Drive, Suite 3200, Chicago, Illinois 60611

(Current mailing address)

8. To operate a hotel in the City of Tampa, Hillsborough County, Florida

(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

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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)

00 JUL - 6 AM 11:07
DEPARTMENT OF STATE
SECRETARY OF CORPORATIONS

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas A. McKean

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, Georgia 30326

Director: James P. Ryan

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, Georgia 30326

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

President: Thomas A. McKean

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, GA 30326

Vice President: James P. Ryan

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, Georgia 30326

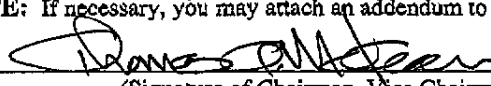
Secretary: Thomas A. McKean

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, Georgia 30326

Treasurer: James P. Ryan

Address: c/o Lend Lease Real Estate Investments, Inc., 3424 Peachtree Road, NE, Suite 800, Atlanta, Georgia 30326

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -6 AM 11:07

ADDENDUM TO FLORIDA 019 FORM - QUALIFICATION OF CORPORATION

The following information is appended to the Application for Qualification of Tampa Hotel
- VEF IV Operator, Inc., in Florida:

A. DIRECTORS:

Michael DiNicola
c/o Lend Lease Real Estate Investments, Inc.
455 North Cityfront Plaza Drive
Suite 3200
Chicago, IL 60611

B. OFFICERS

Vice President: Michael DiNicola
c/o Lend Lease Real Estate Investments, Inc.
455 North Cityfront Plaza Drive
Suite 3200
Chicago, IL 60611

State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAMPA HOTEL - VEF IV OPERATOR, 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 FIFTH DAY OF JULY, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0539967

DATE: 07-05-00