

CT CORPORATION SYSTEM

FO2000003845

CORPORATION(S) NAME

Brickell Office Plaza, Inc.

FILED
02 JUL 29 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

RECEIVED
02 JUL 29 AM 11:11
DIVISION OF CORPORATION

- | | | |
|--|---|---|
| <input checked="" 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"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/29/02

Order#: 5448756

900006724949--1

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Ref#: *****70.00 *****70.00

Amount: \$ _____

BK

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Brickell Office Plaza, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. State of Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 15, 2002 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Affairs will commence after qualification
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 800 Newport Center Drive, Suite 300
Newport Beach, CA 92660
(Current mailing address)
8. See attachment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION SYSTEM, 1200 S. Pine Island Rd.,
(Office address)

Plantation, Florida, 33324
(City) (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

W F Healey
(Registered agent's signature)

W. F. Healey
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)

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

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. David L. Rabin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

David L. Rabin, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Brickell Office Plaza, Inc.
Purpose Clause Attachment

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TALLAHASSEE, FLORIDA

8. The Purpose or purposes of the corporation authorized in its home state to be carried out in the State of Florida:

for the exclusive purposes of (i) acquiring real property and holding title to, and collecting income from, such property, (ii) remitting the entire amount of the income from such property (less expenses) to its sole stockholder, an organization described in Section 501(c) (25) (c) of the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) engaging in any other activities not inconsistent with Section 501(c)(25) of the Code.

BRICKELL OFFICE PLAZA, INC.
Officer and Director List Attachment

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TALLAHASSEE, FLORIDA

12.A. Directors:

David L. Rabin
Lawrence K. Sullivan
Jeffrey S. Cavanaugh

12.B. Officers:

David L. Rabin	President
Lawrence K. Sullivan	Vice President/Treasurer/Secretary
Laura R. Gaylord	Vice President
Jeffrey S. Cavanaugh	Vice President
Kevin M. Howley	Vice President
Richard H. Paul, Jr.	Vice President
J. Richard West, Jr.	Vice President
Douglas M. Engelman	Vice President
Thomas A. Hurst	Vice President
C. Dale Hwang	Vice President
Paul R. Vacheron	Vice President
Steven H. McDowell	Vice President
Carey P. Levy	Vice President/Assistant Secretary
David R. Brush	Assistant Treasurer/ Assistant Secretary
Christopher L. Guy	Assistant Treasurer/ Assistant Secretary
Rita R. Ling	Assistant Secretary
Catherine T. Flynn	Assistant Secretary
John W. Powell	Assistant Secretary
Paul D. Peszt	Assistant Secretary
Nels P. Billsten	Assistant Secretary
Laurel D. Murray	Assistant Secretary

Address of Directors and Officers:

800 Newport Center Drive, Suite 300
Newport Beach, CA 92660

Delaware

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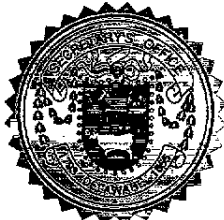
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "BRICKELL OFFICE PLAZA, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JULY, A.D. 2002.

AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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 AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT, STOCK CORPORATION.

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02 JUL 29 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3541140 8300S

AUTHENTICATION: 1884804

020451574

DATE: 07-16-02