

FO 20000006179

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

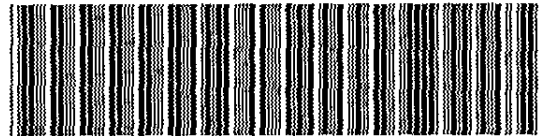
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000009364920

12/12/02--01065--017 **70.00

RECEIVED
02 DEC 12 AM 11:14
DIVISION OF CORPORATION

RECEIVED
02 DEC 12 PM 1:38
CORPORATION
FILED
12-12

CT CORPORATION

December 12, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5742032 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Grosvenor USA Limited (NV)
Qualification
Florida

RECEIVED
SECRETARY OF STATE
DECEMBER 19 PM 1:38
FILE
CIV

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

**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. Grosvenor USA Limited 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. Nevada 3. 94-2600738
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/14/78 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Corporation Trust Company of Nevada, 6100 Neil Rd #500, Reno, NV 89511
(Principal office address)
- One Embarcadero Center, Suite 3900, San Francisco, CA 94111
(Current mailing address)

8. Invest, develop and manage real property
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road
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.



(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. 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.

SECRET
STATE OF FLORIDA
02 DEC 12 PM 1:38
FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William J. Abelmann

Address: One Embarcadero Center, Suite 3900
San Francisco, CA 94111

Vice Chairman: David A. Taylor

Address: 1040 W. Georgia Street, Suite 2000
Vancouver, B.C. V6E 4H1

Director: Mark R. Preston

Address: One Embarcadero Center, Suite 3900
San Francisco, CA 94111

Director: John R. Flavin

Address: One Embarcadero Center, Suite 3900
San Francisco, CA 94111

B. OFFICERS

President: Mark R. Preston

Address: One Embarcadero Center, Suite 3900
San Francisco, CA 94111

Vice President: PLEASE SEE ATTACHED

Address: _____

Secretary: Doris J. Coelho

Address: One Embarcadero Center, Suite 3900, San Francisco, CA 94111

Treasurer: Julius L. Helvey

Address: One Embarcadero Center, Suite 3900, San Francisco, CA 94111

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. MARK PRESTON PRESIDENT
(Typed or printed name and capacity of person signing application)

AND FILED
02 DEC 12 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GROSVENOR USA LIMITED

DIRECTORS

William J. Abelmann - Chairman
Mark R. Preston - Director
John R. Flavin - Director

One Embarcadero Center, Suite 3900
San Francisco, CA 94111

David A. Taylor - Vice - Chairman

1040 W. Georgia Street, Suite 2000
Vancouver, B.C. V6E 4H1

ADDITIONAL OFFICERS

William J. Abelmann - Chairman

One Embarcadero Center, Suite 3900
San Francisco, CA 94111

David A. Taylor - Vice - Chairman

1040 W. Georgia Street, Suite 2000
Vancouver, B.C. V6E 4H1

Mark R. Preston - President
David E. Olson - Senior Vice President
Gerry Zalkovsky - Senior Vice President
Alan V. Chamorro - Vice President
J.L. Helvey - Treasurer
Claudia Patterson - Controller
Doris J. Coelho - Secretary

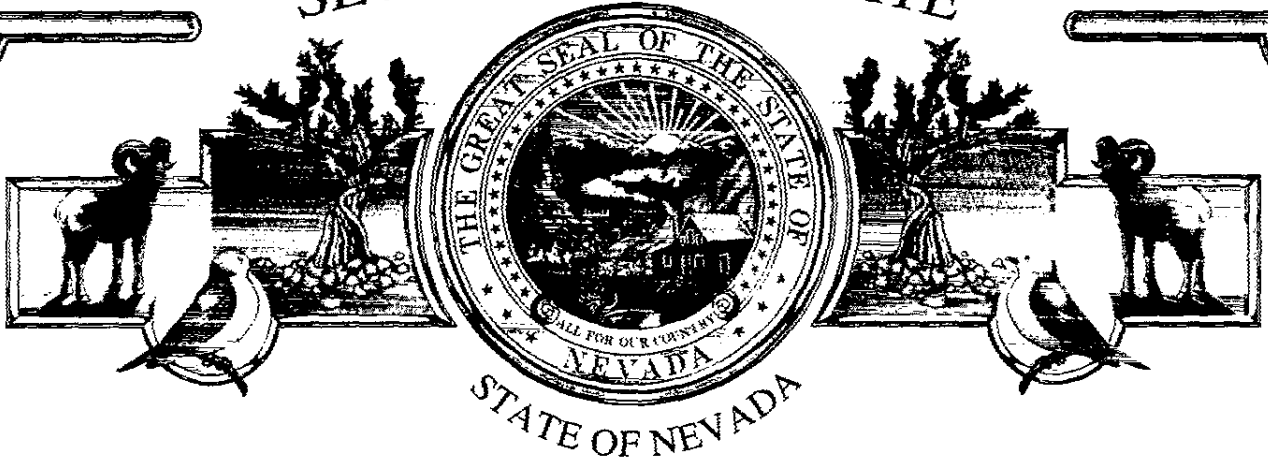
One Embarcadero Center, Suite 3900
San Francisco, CA 94111

Andrew Galbraith - Senior Vice President
James Delmotte - Vice President
Cheri Hall - Assistant Secretary

1701 Pennsylvania Avenue N.W. Suite 1050
Washington, DC 20006

02 DEC 12 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA
ANL
FILED

SECRETARY OF STATE



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, non-profit corporations, corporation soles, 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, **GROSVENOR USA LIMITED**, 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 December 14, 1978, 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 December 4, 2002.



Dean Heller

DEAN HELLER
Secretary of State

By

Acqueline Warr

Certification Clerk