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TALLAHASSEE, FLORIDA

J. BRYAN JAN 10 2003



ACCOUNT NO. : 072100000032

REFERENCE : 887188 4322404

AUTHORIZATION

COST LIMIT

Patricia Pizit
\$10.00

ORDER DATE : January 10, 2003

ORDER TIME : 12:29 PM

ORDER NO. : 887188-005

CUSTOMER NO: 4322404

CUSTOMER: Ms. Rhonda Braucht
Jenkins & Gilchrist
1445 Ross Avenue
Suite 3200
Dallas, TX 75202-2711

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FOREIGN FILINGS

NAME: KOLTER REALTY INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore EXT# 1147

EXAMINER: _____

**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. KOLTER REALTY 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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JUNE 11, 1997 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. 2200 YONGE STREET, SUITE 1600, TORONTO, ONTARIO, CANADA M4S 2C6
(Principal office address)
- 2200 YONGE STREET, SUITE 1600, TORONTO, ONTARIO, CANADA M4S 2C6
(Current mailing address)
8. TO OWN AND OPERATE REAL ESTATE
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32307

(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.

Corporation Service Company

Lynette Coleman
(Registered agent's signature)

**Lynette Coleman
as its agent**

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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

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. 

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

14. MICHAEL CLARKE, VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND SECRETARY

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

RIDER

KOLTER REALTY INC.

Robert Julien	Director and President	2200 Yonge Street, Suite 1600 Toronto, Ontario, Canada M4S 2C6
Delia Moog	Director and Vice President	2200 Yonge Street, Suite 1600 Toronto, Ontario, Canada M4S 2C6
Michael Clarke	Director, Vice President, Chief Financial Officer and Secretary	2200 Yonge Street, Suite 1600 Toronto, Ontario, Canada M4S 2C6

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Delaware

PAGE 1

The First State

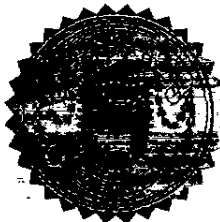
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KOLTER REALTY INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2003..

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KOLTER REALTY INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2195536

DATE: 01-09-03