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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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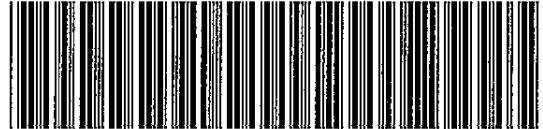
(Business Entity Name)

(Document Number)

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F03-2170
JK

FILED

03 APR 30 PM 3:26

RECEIVED

FLORIDA

03 APR 30 PM 2:30

STATE
RELATIONS
FLORIDA

CT CORPORATION SYSTEM

April 30, 2003

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

Re: Order #: 5828906 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

iStar HQ 2003 LP (DE)
Registration
Florida

iStar HQ 2003 GenPar Inc. (DE)
Qualification
Florida

File Please

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.

Melanie Strickland

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

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03 APR 30 PM 3:26
TALLAHASSEE, FLORIDA

**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. iStar HQ 2003 GenPar 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. 54-2101719
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 23, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. ~~May 20, 2003 (anticipated)~~ Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1114 Avenue of the Americas, 27th Floor, New York, NY 10036
(Current mailing address)

8. Real estate finance and investment
(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

Derek Whipple
(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)

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TALLAHASSEE, FLORIDA

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

Chairman: Jay Sugarman

Address: 1114 Avenue of the Americas, 27th Floor, New York, NY 10036

Vice Chairman: _____

Address: _____

Director: Catherine D. Rice

Address: 1114 Avenue of the Americas, 27th Floor, New York, NY 10036

Director: _____

Address: _____

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

President: Jay Sugarman (Chief Executive Officer)

Address: 1114 Avenue of the Americas, 27th Floor, New York, NY 10036

Vice President: _____

Address: _____

Secretary: Geoffrey M. Dugan

Address: One Embarcadero Center, 33rd Floor, San Francisco, CA 94111

Treasurer: Catherine D. Rice (Chief Financial Officer)

Address: 1114 Avenue of the Americas, 27th Floor, New York, NY 10036

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. Geoffrey M. Dugan

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

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

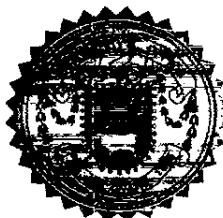
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISTAR HQ 2003 GENPAR 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 TWENTY-NINTH DAY OF APRIL, A.D. 2003.

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



3636681 8300

030275396

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2388166

DATE: 04-29-03