

F04000005596

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

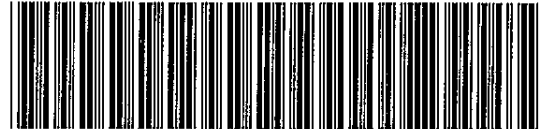
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200041001192

10/01/04--01008--023 \*\*160.00

BK

RECEIVED  
04 OCT -1 AM 10:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 OCT -1 PM 2:58

FILED



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

October 1, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER(S):**  
BRE/ESA P Portfolio Operating Lessee Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☒ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
OCT 1 1 PM 2:58  
CLERK OF STATE  
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. BRE/ESA P Portfolio Operating Lessee Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. Delaware**

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

**3. n/a**

(FEI number, if applicable)

**4. 9/9/04**

(Date of incorporation)

**5. peerpetual**

(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. 9 East Loockerman Street, Suite 1B, Dover, DE 19901**

(Principal office address)

(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: **NRAI Services, Inc.**

Office Address: **526 E. Park Avenue**

**Tallahassee**

(City)

, Florida **32301**

(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.*

NRAI Services, Inc.

By: 

(Registered agent's signature)

*Donna Gswell, Asst. Secy.*

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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See Attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: **See attached**

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

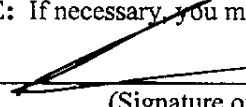
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. **Alan Miyasaki, Assistant Secretary and VP**  
(Typed or printed name and capacity of person signing application)

**BRE/ESA P Portfolio Operating Lessee Inc.**

**Board of Directors**

Gary M. Summers  
Jonathan D. Gray  
William J. Stein

**List of Officers**

<u>Name</u>	<u>Office</u>
Stephen A. Schwarzman	President and Chief Executive Officer
Robert L. Friedman	Senior Managing Director and Vice President
Gary M. Summers	Senior Managing Director and Vice President
Jonathan D. Gray	Senior Managing Director and Vice President
William J. Stein	Managing Director and Vice President
Dennis J. McDonagh	Managing Director, Vice President, Treasurer and Secretary
Anthony W. Beovich	Vice President and Assistant Treasurer
Michael S. Chae:	Principal & Vice President
Robert Reid:	Principal & Vice President
Piero Bussani	Vice President
Alan Miyasaki	Vice President and Assistant Secretary
F. Joseph Rogers	Assistant Secretary

# Delaware

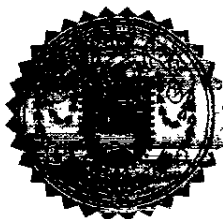
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE/ESA P PORTFOLIO OPERATING LESSEE 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 SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE/ESA P PORTFOLIO OPERATING LESSEE INC." WAS INCORPORATED ON THE NINTH DAY OF SEPTEMBER, A.D. 2004.

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



3852422 8300

040705990

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3382557

DATE: 09-29-04