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**FOREIGN PROFIT QUALIFICATION**

**iStar Financial Inc.**

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TALLAHASSEE FLORIDA

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

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

2. Maryland 3. 95-6881527  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/15/1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 04/01/2005  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1114 Avenue of the Americas, 27th Floor, New York, NY 10036  
(Principal office address)

same  
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South 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.*

CT Corporation System

By: *Diana A. [Signature]*  
(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 business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: SEE ATTACHMENT

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

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

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

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

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

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

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

**B. OFFICERS**

President: SEE ATTACHMENT

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

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

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

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

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


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

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

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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. GEOFFREY M. DUGAN, Secretary  
(Typed or printed name and capacity of person signing application)

**Application by Foreign Corporation for Authorization to Transact Business in Florida**

**Attachment to Item 12(A)**

**ISTAR FINANCIAL INC.**  
a Maryland corporation

**DIRECTORS:**

**(all addresses are 1114 Avenue of the Americas, 27<sup>th</sup> Floor, New York, NY 10036)**

*Jay Sugarman (Chairman of the Board and Chief Executive Officer)*  
*Willis Andersen, Jr.*  
*Robert W. Holman, Jr.*  
*Robin Josephs*  
*John G. McDonald*  
*George R. Puskar*  
*Jeffrey A. Weber*

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**TALLAHASSEE FLORIDA**

**Application by Foreign Corporation for Authorization to Transact Business in Florida**

**Attachment to Item 12(B)**

**ISTAR FINANCIAL INC.**  
a Maryland corporation

**OFFICERS:**

(all addresses are 1114 Avenue of the Americas, 27<sup>th</sup> Floor, New York, NY 10036)

Jay S. Sugarman	Chairman and Chief Executive Officer
Jay S. Nydick	President
Catherine D. Rice	Chief Financial Officer
Timothy J. O'Connor	Executive Vice President & Chief Operating Officer
Nina H. Matis	Executive Vice President & General Counsel
Barbara Rubin	Executive Vice President
Daniel S. Abrams	Executive Vice President
Steven R. Blomquist	Executive Vice President
Roger M. Cozzi	Executive Vice President
Chase S. Curtis, Jr.	Executive Vice President
Jeffrey R. Digel	Executive Vice President
R. Michael Dorsch III	Executive Vice President
Barclay G. Jones	Executive Vice President
H. Cabot Lodge III	Executive Vice President
Michelle M. Mackay	Executive Vice President
Andrew C. Richardson	Executive Vice President
Jeffrey N. Brown	Senior Vice President
Philip S. Burke	Senior Vice President
James D. Burns	Senior Vice President & Treasurer
Geoffrey M. Dugan	Senior Vice President, Assistant General Counsel & Secretary
Peter K. Kofoed	Senior Vice President
John F. Kubicko	Senior Vice President
Elizabeth B. Smith	Senior Vice President
Erich J. Stiger	Senior Vice President
Colette J. Tretola	Senior Vice President & Controller
Cynthia Tucker	Senior Vice President
Andrew G. Backman	Vice President
Edward T. Baron	Vice President
Cathy S. Blankenship	Vice President
William Burns, Jr.	Vice President
Annie Wing Shan Chan	Vice President
Carrie E. Crain	Vice President
Susan K. Culbreth	Vice President
Timothy Doherty	Vice President
Juan Pablo Gallipoli	Vice President
Samantha K. Garbus	Vice President
Keith P. Gilmore	Vice President
Scott L. Goldberg	Vice President
Keith B. Hollebhone	Vice President
William W. Hyatt	Vice President
Stephen W. Malone	Vice President
Christopher J. Miculis	Vice President
Kenneth B. Mills	Vice President
Mary-Beth C. Roselle	Vice President, Associate General Counsel & Assistant Secretary

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CT CORPORATION

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**Application by Foreign Corporation for Authorization to Transact Business in Florida**

William T. Stabinsky	Vice President
Kristen Vance	Vice President
Mark G. Vogt	Vice President
Joseph F. Welch	Vice President
Nancy M. Zoekler	Vice President

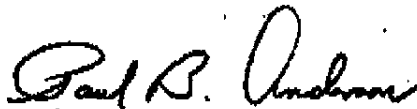
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TALLAHASSEE FLORIDA

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

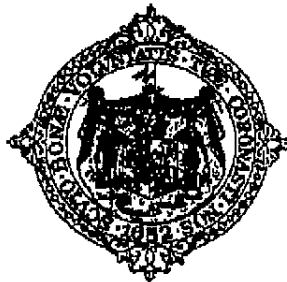
I FURTHER CERTIFY THAT ISTAR FINANCIAL INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 29, 2005.



Paul B. Anderson  
Charter Division

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