

Aug 19, 2005 1:42PM CORPORATION SVC CO NO 128 1/7
F05000004885

Florida Department of State
 Division of Corporations
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 Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
 Account Number : 120000000195
 Phone : (850)521-1000
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Resubmit

FOREIGN PROFIT QUALIFICATION

H. RIVER THREE OWNER CORP.

Certificate of Status	0
Certified Copy	0
Page Count	087
Estimated Charge	\$70.00

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CORPORATION SVC CO₃

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Florida NO. 728 P. 2/7
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 19, 2005

H RIVER THREE OWNER CORP
171 17TH STREET, SUITE 1200
ATLANTA, GA 30363

SUBJECT: H RIVER THREE OWNER CORP.
REF: W05000039328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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CORPORATION SVC CO

NO. 728 P. 3/7

H. RIVER THREE OWNER LLC
171 17th Street, Suite 1200
Atlanta, GA 30363

AFFILIATION AND CONSENT TO USE OF NAME

Please be informed that

H. RIVER THREE OWNER LLC

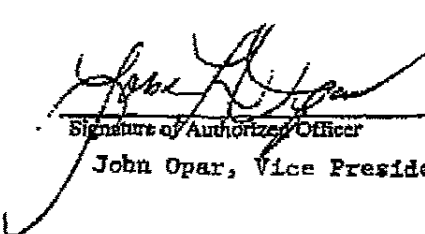
hereby gives its consent to use of name for use in Florida on behalf of

H. RIVER THREE OWNER CORP.

Please be informed that both entities are affiliated through a common parent.

Signature:

H. RIVER THREE OWNER CORP. (Member)



Signature of Authorized Officer

8/19/05

Date

John Opar, Vice President & Asst Secy

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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. H. River Three Owner Corp.

(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. 20-3294326

(FBI number, if applicable)

4. August 11, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing with Department of State of Florida

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

7. 171 17th Street, Suite 1200, Atlanta, GA 30363

(Principal office address)

(Current mailing address)

8. Any lawful purpose related to 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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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 by 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

By: David W. Nickerson

(Registered agent's signature)

DAVID W. NICKERSON, ASST VP

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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CORPORATION SVC CO

NO. 728 P. 5/7

H 05000198203 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See Addendum

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Addendum

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]

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

14. John L. Opar

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

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Addendum of Officers

<u>Name of Officer</u>	<u>Title</u>	<u>Business Address</u>
Andreas Limburg	President and Treasurer	171 17 th Street, Suite 1200 Atlanta, Georgia 30363
Pierre Rolin	Senior Vice President	171 17 th Street, Suite 1200 Atlanta, Georgia 30363
John Carter	Vice President and Secretary	171 17 th Street, Suite 1200 Atlanta, Georgia 30363
John Opar	Vice President and Assistant Secretary	171 17 th Street, Suite 1200 Atlanta, Georgia 30363

Addendum of Directors

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Kevin Hackett	Director	171 17 th Street, Suite 1200 Atlanta, Georgia 30363
Andreas Limburg	Director	171 17 th Street, Suite 1200 Atlanta, Georgia 30363
Pierre Rolin	Director	171 17 th Street, Suite 1200 Atlanta, Georgia 30363

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W 05000198203 *

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "H. RIVER THREE OWNER CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2005, AT 8:25 O'CLOCK P.M.

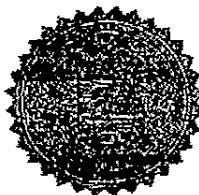
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "H. RIVER THREE OWNER CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF AUGUST, A.D. 2005.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4089060

DATE: 08-12-05