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**Florida Department of State
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FOREIGN PROFIT QUALIFICATION

HFF&L (U.S.) HOLDINGS, INC.

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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. HFFAL (U.S.) HOLDINGS, 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. 20-3281721

(FEI number, if applicable)

4. August 2, 2005

(Date of incorporation)

5. perpetual

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

6. _____

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

7. One Maritime Plaza, Suite 1000, San Francisco, CA 94111

(Principal office address)

One Maritime Plaza, Suite 1000, San Francisco, CA 94111

(Current mailing address)

8. To engage in any lawful act or activity

(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 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

By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
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.

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

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A. DIRECTORS

Chairman: _____

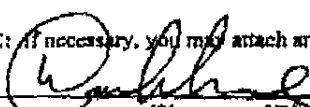
Address: _____

Vice Chairman: _____

Address: _____

Director: David L. LoweAddress: One Maritime Plaza, Suite 1000, San Francisco, CA 94111Director: David R. TunnellAddress: One Maritime Plaza, 12th Floor, San Francisco, CA 94111**B. OFFICERS**President: David L. LoweAddress: One Maritime Plaza, Suite 1000, San Francisco, CA 94111Vice President: David R. TunnellAddress: One Maritime Plaza, 12th Floor, San Francisco, CA 94111Secretary: David R. TunnellAddress: One Maritime Plaza, Suite 1000, San Francisco, CA 94111Treasurer: David R. TunnellAddress: One Maritime Plaza, 12th Floor, San Francisco, CA 94111

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. David L. Lowe, President

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

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Delaware

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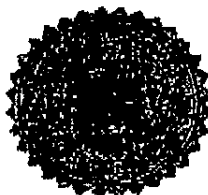
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HPF&L (U.S.) HOLDINGS, 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 SEVENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HPF&L (U.S.) HOLDINGS, INC." WAS INCORPORATED ON THE SECOND DAY OF AUGUST, A.D. 2005.

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

FILED
SEP 7 2005
DELAWARE
CLERK OF COURTS
RECEIVED
HARRIET SMITH WINDSOR
SECRETARY OF STATE



3992043 8300

050732268

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4138787

DATE: 09-07-05

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