

# F95000000678

Document Number Only

C T CORPORATION SYSTEM  
Requestor's Name  
1311 Executive Center Drive, Ste. 200  
Address  
Tallahassee, FL 32301 (904) 656-8298  
City State Zip Phone

CORPORATION(S) NAME

STACED LAND, INC.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Pictitious Name    |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> CUS / G/S              |   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
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DIVISION OF CORPORATIONS  
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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. Starwood Land, Inc.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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  
(State or country under the law of which it is incorporated)

3. August 25, 1994 4. Perpetual  
(Date of Incorporation) (Duration)

5. 06-1404672  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3 Pickwick Plaza, Suite 250, Greenwich, Connecticut 06830  
(Current mailing address)

8. See attached purpose clause  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Barry S. Sternlicht  
Address: 3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830

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

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

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

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**D. Officers:**

President see attached list of officers

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

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

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

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

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

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

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

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

C T Corporation System

(Officer)

THOMAS C. TOTARO, Asst. Vice-President

(Typed Name and Title of Officer)

12. 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.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Eugene A. Gorab, Vice President

(Name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
Starwood Land, Inc.**

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The sole purpose of the corporation shall be to act as the general partner of Starwood/Land Fund I, L.P., a Delaware limited partnership and to engage in any and all lawful acts and activities incident thereto.

Appendix to Florida  
Application by Fgn. Corp for Authorization to Transact Business In Florida

**Officers of  
Starwood Land, Inc.**

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1. Barry S. Sternlicht, President  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
2. Madison F. Grose, Executive Vice President and Assistant Secretary  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
3. Eugene A. Gorab, Executive Vice President  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
4. Rick Kleeman, Vice President  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
5. Jonathan Eilian, Vice President  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
6. Samuel Robinson, Vice President  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830
7. Jerome C. Silvey, Vice President, Secretary, and Treasurer  
3 Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARWOOD LAND, 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 FEBRUARY, A.D. 1995.

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

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 FEB -9 PM 1:00



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

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02-07-95