



Prentice Hall Legal & Financial Services

1201 NAYS STREET, SUITE 100
TALLAHASSEE, FL 32301

(904) 222-1100

CORPORATION(S) NAME

CHARTER NUMBER

GBP Genpar Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 3 PM 12:50

<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Name Reservation
<input type="checkbox"/> Change of Registered Agent	<input type="checkbox"/> Name Registration
<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Non-Profit/Articles of Incorporation
<input type="checkbox"/> Domestication	<input type="checkbox"/> Other
<input type="checkbox"/> Fictitious Business Name	<input type="checkbox"/> Profit/Articles of Incorporation
<input checked="" type="checkbox"/> Foreign - Profit	<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Foreign - Non-Profit	<input type="checkbox"/> Resignation of R.A.,
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Trademark
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> UCC/Filing 1
<input type="checkbox"/> Mtr. Veh.	<input type="checkbox"/> UCC/Filing 3

<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopy	<input type="checkbox"/> Good Standing
<input type="checkbox"/> Corporate Print-Out	<input type="checkbox"/> R.A., Off/Dir Search
<input type="checkbox"/> Fictitious/Owner Search	

☒ Walk in () Call if Problem () Will Wait ☒ Pick up 4/3 1:00

DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Sae BY: Sanett

BRANCH RECEIVING: Tall BY: Ting

REF/JOB # 0215104 612377

CLIENT MATTER # _____

SAME DAY ☒ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO

DATE SENT: 4/3/95 MAIL FAX FED EXP.

FILED:

SENT TO: BRANCH _____ CLIENT ☒

SPECIAL INSTRUCTIONS: _____

CHECK #	95 APR - 3 PM 12:37
ST./CTY/ FEES	
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

\$70.00

95 APR 10 PM 12:50
RECEIVED
DIVISION OF STATE
CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. GBP Genpar, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 95-4522395
(FEI number, if applicable)
4. March 24, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not yet commenced
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1999 Avenue of the Stars, Suite 1200
Los Angeles, California 90067
(Current mailing address)
8. Serve as general partner of Delaware limited partnership, owner of real
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) property
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 110 North Magnolia Street
Tallahassee, 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.
The Prentice-Hall Corporation System, Inc.
By: Nancy A. Jones
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas J. Barrack, Jr.

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Director: Kelvin L. Davis

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

B. OFFICERS

President: Kelvin L. Davis

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Exec. Vice President: Lawrence A. Kestin

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Secretary: Lawrence A. Kestin

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

V.P. and Treasurer: Mark M. Hedstrom

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Kelvin L. Davis, President

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

P Genpar, Inc.

12. Additional Officers:

Chief Executive Officer:

Thomas J. Barrack, Jr.
1999 Avenue of the Stars
Los Angeles, CA 90067

Exec. Vice President

William L. Rogers
1999 Avenue of the Stars
Los Angeles, CA 90067

Executive Vice President

Robert L. Stelzl
1999 Avenue of the Stars
Los Angeles, CA 90067

Vice President

Richard A. Ekleberry
201 Main Street
Ft. Worth, TX 76102

Assistant Secretary

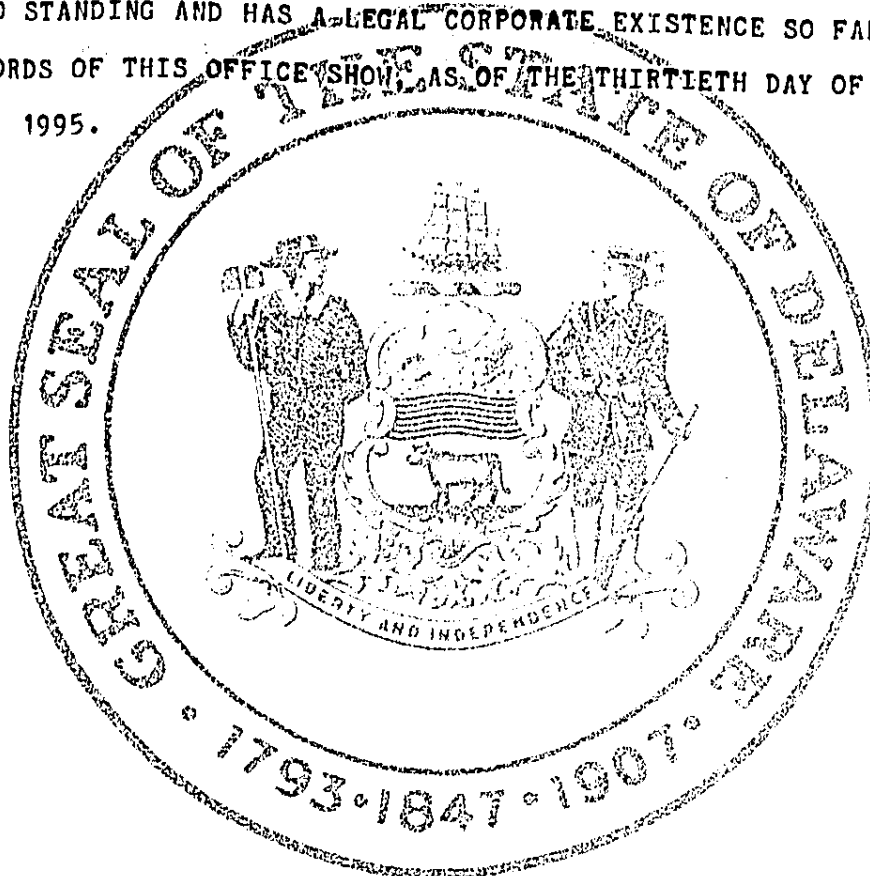
Joy Mallory
1999 Avenue of the Stars
Los Angeles, CA 90067

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 12:50

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GBP GENPAR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR RECORDS OF THIS OFFICE SHOW AS OF THE THIRTIETH DAY OF MARCH A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 29 12:50



Edward J. Freel

Edward J. Freel, Secretary of State

2493903 8300

950071168

AUTHENTICATION: 7457328

DATE: 03-30-95

F9500000/596

March 6, 1996

100001734631
-03/06/96--01095--006
***200.00 ***200.00

REPLACEMENT FEE 1996

ANNUAL REPORT: GBP GENPAR, INC.

DEBIT MEMO: # 1896-C

CHECK #: 2001

F9500000/596

200001756252
-03/25/96--01073--004
*****15.00 *****15.00

March 25, 1996

REPLACEMENT FEE 1996

SERVICE FEE: GBR GENPAR, INC.

DEBIT MEMO: # 1896-C

CHECK #: 2001

F95000001596

Colony Advisors, Inc.

September 26, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 SEP 30 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **GBP Genpar, Inc. (No. F95000001596)**
Colony GBP Partners Limited Partnership (No. B95000000123)

Ladies and Gentlemen:

Enclosed please find one original and one photocopy of the originally executed and acknowledged Certificate of Cancellation of Registration of a Foreign Limited Partnership by Colony GBP Partners, L.P., doing business in Florida as Colony GBP Partners Limited Partnership.

Also enclosed are one original and one photocopy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida by GBP Genpar, Inc.

Please file these Certificate at your earliest convenience and send me file-stamped copies of each certificate using the stamped, self-addressed envelope enclosed. I have enclosed our checks in the amount of \$52.50 and \$35.00 made payable to Secretary of State in payment of your filing fees (\$52.50 for the partnership and \$35.00 for the corporation).

Please call if you require any additional information. Thank you for your assistance.

300002307229--2
Very truly yours, 09/30/97--01013--015
*****35.00 *****35.00



Joy Mallory
Legal Administrator

Encl.

1999 Avenue of the Stars
Suite 1200
Los Angeles, California 90067
Fax 310/282-8808
Tel 310/282-8820

Withdrawal
KFJ
10-7-97

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

GBP GENPAR, INC.

Incorporated under Law of The State of Delaware

FILED
97 SEP 30 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1999 Avenue of the Stars, Suite 1200
Los Angeles, California 90067

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

September 26, 1997
Date


Mark M. Hedstrom
Vice President

#F95000001596