F95000002201

Document Number Only

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

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CORPORATION(S) NAME

ACP. Venture Corp.

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger

(X) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.

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CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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April 26, 1995

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

The name ACP VENTURE CORP. has been reserved for 120 days beginning April 26, 1995. The reservation number is R95000001879 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanthem Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Letter number: 395A00019780

Carolyn Batten

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. ACP Venture Corp.
(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. Applied For
(FEI number, if applicable)

4. May 3, 1995
(Date of Incorporation)

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

6. May 4, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))

7. 200 E. Robinson Street, Suite 900
Orlando, Florida 32801
(Current mailing address)

8. Ownership of real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. 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)

10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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: Barry S. Sternlicht
c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Greenwich, CT 06830

Vice Chairman: James R. Heistand
c/o Associated Capital Properties, Inc.
200 E. Robinson Street, Suite 900
Orlando, FL 32801

Director: Allen C. de Olazzara
c/o Associated Capital Properties of South Florida, Inc.
1800 Eller Drive, Suite 500
Ft. Lauderdale, FL 33316

Director: Dale Johannes
c/o Associated Capital Properties, Inc.
200 E. Robinson Street, Suite 900
Orlando, FL 32801

Director: James G. Babb III
c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Greenwich, CT 06830

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B. OFFICERS

President: Barry S. Sternlicht
c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Greenwich, CT 06830

Vice President: James R. Heistand
c/o Associated Capital Properties, Inc.
200 E. Robinson Street, Suite 900
Orlando, FL 32801

Vice President: Allen C. de Olazzara
c/o Associated Capital Properties of South Florida, Inc.
1800 Eller Drive, Suite 500
Ft. Lauderdale, FL 33316

Vice President and Secretary: James G. Babb III
c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Greenwich, CT 06830

Assistant Secretary: J. Lindsay Builder, Jr.
390 N. Orange Avenue, Suite 1300
Orlando, FL 32801

Treasurer: James G. Babb III

Address: c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Greenwich, CT 06830

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. Allen C. de Olazzara, Vice President
(Typed or printed name and capacity of person signing application)

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACP VENTURE CORP." 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 THIRD DAY OF MAY, A.D. 1995.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7494281

DATE: 05-03-95