

1204 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 222-0070  
(904) 222-0071 FAX

800-342-8086

**CSC networks**  
PROFESSIONAL  
TELEPHONE & FINANCIAL SERVICES

JAN 12 PM 2:36  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 800009  
AUTHORIZATION : *Yolanda Bartee*  
COST LIMIT : \$ 70.00

ORDER DATE : January 12, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 800709

CUSTOMER NO. : 4331602

CUSTOMER: Yolanda Bartee, Legal Asst.  
Munsch, Hardt, Kopf, Harr &  
1445 Ross Avenue  
4000 Fountain Place  
Dallas, TX 75202

800001688888

FOREIGN FILINGS

NAME: BR MIAMI AIRPORT GENPAR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER L. MORAN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 12 PM 3:14

## 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. BR Miami Airport 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 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/5/96 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2200 Ross Avenue, Suite 4200 West  
Dallas, Texas 75201  
(Current mailing address)
8. Acquire and hold a general partnership interest in BR Miami Airport Level I, L.P.  
and engage in any activity and exercise any powers permitted to corporations.  
(Purposes of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**  
Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 12 PM 3:11

### 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.*

By: Marcia Havner 1-12-96  
(Registered agent's signature)  
Marcia Havner, As 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 addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Donald J. McNamara  
Address: 2200 Ross Avenue, Suite 4200 W.  
Dallas, Texas 75201

Director: Daniel A. Decker  
Address: 2200 Ross Avenue, Suite 4200 W.  
Dallas, Texas 75201

Director: Robert A. Whitman  
Address: 2200 Ross Avenue, Suite 4200 W.  
Dallas, Texas 75201

Independent Director: Curtis R. Boisfontaine  
Address: 200 Crescent Court, Suite 1300  
Dallas, Texas 75201

## B. OFFICERS

President: See Exhibit A  
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. Michele A. Wimpling  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Michele A. Wimpling, Vice President  
(Typed or printed name and capacity of person signing application)

**EXHIBIT A**

**OFFICERS  
OF  
BR MIAMI AIRPORT GENPAR, INC.**

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>
Donald J. McNamara	Chairman of the Board/Co-Chief Executive Officer
Robert A. Whitman	President/Co-Chief Executive Officer
Daniel A. Decker	Executive Vice President
Richard M. FitzPatrick	Vice President/Secretary/Treasurer
Philip S. Migicovsky	Vice President
Kurt Read	Vice President
Michele A. Wimpling	Vice President

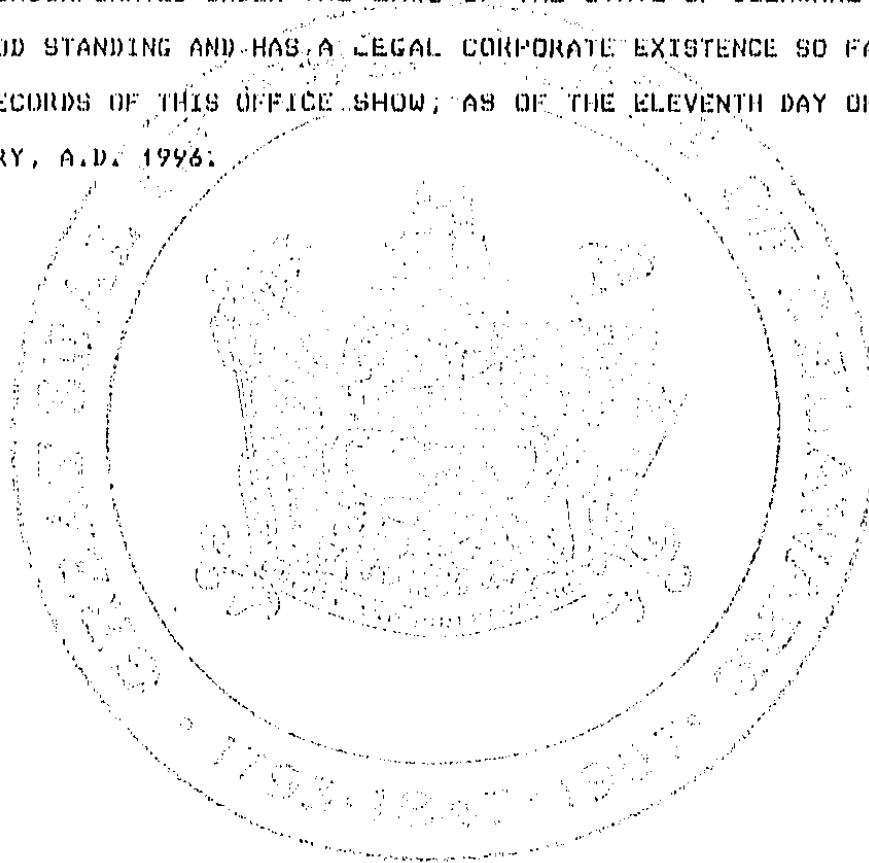
The address for each is: 2200 Ross Avenue, Suite 4200 West  
Dallas, Texas 75201

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BR MIAMI AIRPORT GENPAR, 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 ELEVENTH DAY OF JANUARY, A.D. 1996.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 12 PM 3:14



*Edward J. Freel*

Edward J. Freel, Secretary of State

2580115 8300

960008619

AUTHENTICATION:

7784974

DATE:

01-11-96

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



F96000000233

ACCOUNT NO. : 072100000032  
REFERENCE : 007731 4331602  
AUTHORIZATION : Patricia P...  
COST LIMIT : \$ 35.00

ORDER DATE : July 2, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 007731

CUSTOMER NO: 4331602

100001881661

CUSTOMER: Yolanda Bartee, Legal Asst.  
Munsch, Hardt, Kopf, Harr &  
1445 Ross Avenue  
4000 Fountain Place  
Dallas, TX 75202

FOREIGN FILINGS

NAME: BR MIAMI AIRPORT GENPAR, INC.

☐ PROFIT  
☐ NON-PROFIT

☒ CORPORATE  
☐ LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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96 JUL -2 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7/2  
Jon  
Withdrawal

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

DR Miami Airport GenPar, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

RECEIVED  
95 JUL -2 PM 1:29  
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.

2200 Ross Avenue, Suite 4200 West

(Mailing Address)

Dallas, Texas 75201

(City - State - Zip)

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

Michele Wimpling  
Signature

July 1, 1996

Date

Michele A. Wimpling

Typed or printed name

Vice President

Title