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ACCOUNT NO. : 072100000032
REFERENCE : 842994 4312431
AUTHORIZATION : Patricia Pzyub
COST LIMIT : \$ 70.00

ORDER DATE : February 12, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 842994

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CUSTOMER NO: 4312431

CUSTOMER: Ms. Barbara Jurgens
Pircher, Nichols & Meeks
1999 Avenue Of The Stars
26th Floor
Los Angeles, CA 90067

FOREIGN FILINGS

NAME: LAKETON CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

W96-3316
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 13 AM 3:13
96 FEB 13 AM 11:13
RECEIVED
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1996

CSC NETWORKS

use date

SUBJECT: LAKETON CORPORATION
Ref. Number: W96000003316

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DIVISION OF CORPORATIONS

We have received your document(s) in this office, however, the document is being returned for the following:

The Federal Employer Identification number is comprised of nine digits. Please amend your document accordingly.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 996A00006323

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DIVISION OF CORPORATIONS

resubmit

**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. Laketon Corporation
(Name of corporation: 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 county under the law of which it is incorporated)
3. December 15, 1994
Date of Incorporation
4. Perpetual
(Duration)
5. 13 3779270
(Federal Employer Identification Number, if applicable)
6. December 27, 1995
(Date first transacted business in Florida. See Sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o ING Real Estate Finance, 333 South Grand Avenue, Suite 3000, Los Angeles,
California 90071
(Current mailing address)
8. Ownership of general partnership interest in limited partnership for owning,
maintaining and selling real property
(Brief description of the nature of the business in which it is engaged in the state of Florida)

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9. Names and address of officers or directors:

A. Directors:

Chairman: Robert D. McSween
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: Amanda D. Lister
Address: ING Capital
135 East 57th Street, New York, NY 10022

Director: Fred Assenheimer
Address: ING Capital
135 East 57th Street, New York, NY 10022

Director: John H. Red
Address: ING Capital
135 East 57th Street, New York, NY 10022

Director: Brenda J. Mixson
Address: ING Capital
135 East 57th Street, New York, NY 10022

B. Officers:

Chairman: Robert D. McSween
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: Brian Clark
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: Amanda D. Lister
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: Brenda J. Mixson
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: Laura B. Olinski
Address: ING Capital
333 S. Grand Avenue, Ste. 3000, Los Angeles, CA 90071

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Vice Chairman: Jean-Michel Wasterlain
Address: ING Capital
135 East 57th Street, New York, NY 10022

Vice Chairman: P. John Wicks, II
Address: ING Capital
333 S. Grand Avenue, Ste. 3000, Los Angeles, CA 90071

Secretary: Wendy A. Spears
Address: ING Capital
135 East 57th Street, New York, NY 10022

Asst. Secretary: Larry Meyers
Address: ING Capital
135 East 57th Street, New York, NY 10022

(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: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, Florida 32304
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:

Lisa G. Mulligan

LISA G. MULLIGAN,

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to AS AGENT 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. P. John Wicks, II - (P. JOHN WICKS, II)
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

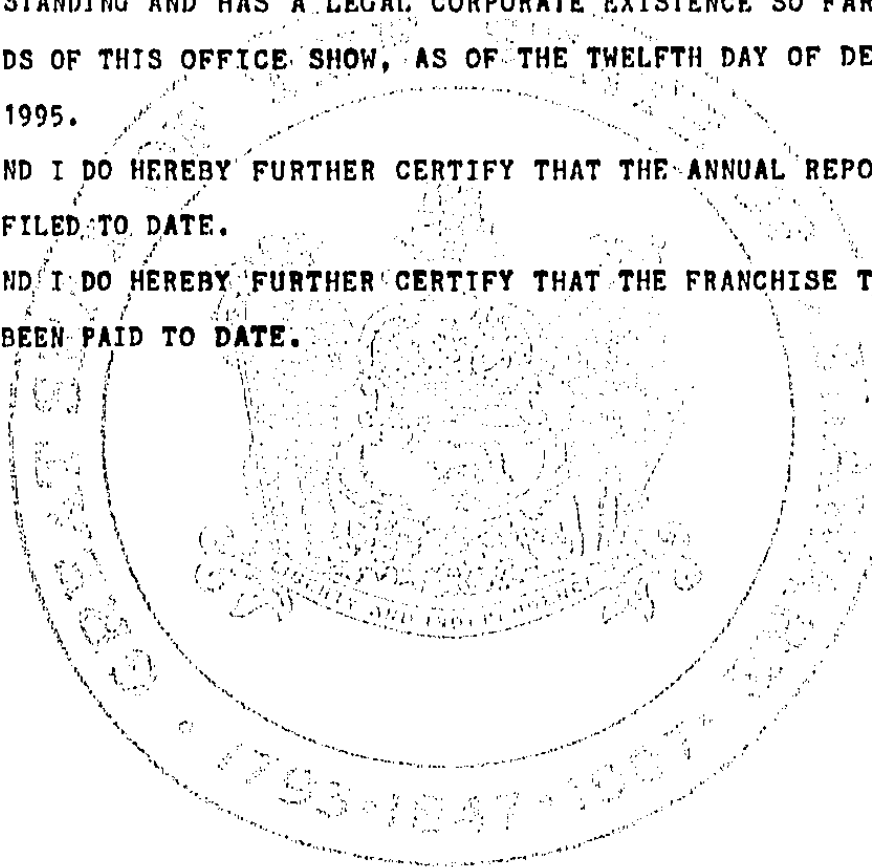
14. Vice President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAKETON CORPORATION" 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 TWELFTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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FILED
SECRETARY OF STATE
CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7745558

DATE: 12-12-95