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Patricia Pizzuti

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 1:42

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. Colony Cypress Creek Gemper, 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. 95-4567554
(FEI number, if applicable)

4. 2-29-96
(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, CA 90067
(Current mailing address)

8. Serve as general partner of limited partnership owner of real property.
(Purpose(s) 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, Suite 105**

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: Judith S. Blancett
Judith S. Blancett, Assistant Vice-President
(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: Thomas J. Barrack, Jr.

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Vice Chairman: Kelvin L. Davis

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Director:

Address:

Director:

Address:

B. OFFICERS

President: Thomas J. Barrack, Jr.

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

Exec. Vice President: Kelvin L. Davis

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

VP & Secretary: Lawrence A. Kaplan

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

VP & 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, Exec. Vice President
(Typed or printed 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 "COLONY CYPRESS CREEK 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 SIXTH DAY OF MARCH, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 1:42

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7854111

DATE: 03-06-96