

1999 HAYS STREET
SANTA ANA, CA 92701
714 942-1000
714 942-1000 FAX

NON-PROFIT

Franchise 96000001172

Patricia Pyatt

SECRETARY OF STATE

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SECRETARY OF STATE
DIVISION OF REGISTRATIONS

[Handwritten initials]

**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. Galaxy Express Greek Express, 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 in partnership if not so pertained in the name at present.)

2. Delaware 3. 95-4567564
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-29-96 5. Perpetual
(Date of incorporation) (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 617.105, F.S.))

7. 1999 Avenue of the Stars, Suite 1200
Los Angeles, CA 90067
(Current mailing address)

8. Derives as general partner of limited partnership named and organized in Florida
(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:
The Prentice Hall Corporation
System, Inc.

Office Address, 1201 Noyes Street, Suite 105
Tallahassee, Florida, 32301
(Zip Code)

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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.
 Judith S. Blauvelt,
 Assistant Vice-President
 By: Judith S. Blauvelt
(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. Keelin

Address: 1999 Avenue of the Stars

Los Angeles, CA 90067

VP & Treasurer: Mark M. Hedelston

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 other listed in number 12 of the application.)

14. Kelvin L. Davis, Exec. Vice President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. PAEEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLONY CYRESS CORP 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. 1966.

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 1142



Edward J. Paeeel

Edward J. Paeeel, Secretary of State

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AUTHENTICATION 785 4911

DATE 02-06-96