E96000001277

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 075533 4361510

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : $ 70.00

ORDER DATE : March 8, 1996

ORDER TIME : 3:27 PM

ORDER NO. : 075533

CUSTOMER NO: 4361510

CUSTOMER: Ms. Joy Mallory
Colony Management, Inc.
1999 Avenue Of The Stars
Suite 1200
Los Angeles, CA 90067

FOREIGN FILINGS

NAME: CSD 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: CLINT FUHRMAN

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. CHD 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
(State or country under the law of which it is incorporated)

3. 95-4567547
(FEI number, if applicable)

4. 2/29/96
(Date of Incorporation)

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

6. Business has not yet commenced; upon qualification
(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, California 90067
(Current mailing address)

8. Serve as general partner of Colony DevelopmentLenders, L.P.
(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: 110 North Magnolia Street

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 Secretary
(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

V.P., Secretary: Lawrence A. Kestin

Address: 1999 Avenue of the Stars
Los Angeles, CA 90067

V.P., 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. Mark M. Hedstrom, V.P., Treasurer
(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 "GSD 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 EIGHTH DAY OF MARCH, A.D. 1996.

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

Edward J. Freel

Edward J. Freel, Secretary of State

[illegible] [illegible]

[illegible]

AUTHENTICATION: [illegible]

DATE: 03-08-96