

F9600002627

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300001822633
-05/15/96--01068--005
*****70.00 *****70.00

SUBJECT: HFAC ONE, INC.
(Name of corporation - must include suffix)

W96-10365

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

TERRI FISKE
(Name of Person)
PUBLIC STORAGE, INC
(Firm/Company)
P.O. BOX 25025
(Address)
GLENDAL, CA 91201-5025
(City, State and Zip Code)

85/24
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 PM 2:55

Should you need to call someone concerning this matter, please call:

TERRI FISKE at (818) 244 - 8080
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



PUBLIC STORAGE, INC.

701 Western Avenue, Suite 200
Glendale, California 91201-2397
Tel: (818) 244-8080

May 10, 1996

Qualification/Tax Lien Sec.
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS
95 MAY 24 PM 2:55

RE: **HFAC One, Inc.** FEIN: **95-4558723**
HFAC Two, Inc. FEIN: **95-4558724**
HFAC Three, Inc. FEIN: **95-4558725**
BWH Marina Corporation II FEIN: **95-4516880**

To whom it may concern:

Please find the enclosed Transmittal Letter, Application by a Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Good Standing and a check to cover the filing fees for each of the above referenced corporations.

Please send all correspondence to my attention at the above address.

Thank you for your assistance. If you have any questions, please call me at (818) 244-8080 ext. 287.

Sincerely,

Terri Fiske
Tax Analyst

TLF:em
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

TERRI FISKE
PUBLIC STORAGE INC.
P.O. BOX 25025
GLENDALE, CA 91201-2025

SUBJECT: HFAC ONE, INC.
Ref. Number: W96000010365

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DIVISION OF CORPORATIONS
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We have received your document for HFAC ONE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 696A00024118

**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. INFAC ONE, 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. CALIFORNIA 3. 95-4558723
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/15/95 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 817.156, F.S.)
7. P.O. BOX 25025
GLENDALE, CA 91201-2025
(Current mailing address)
8. INVESTMENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM
Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(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.


Thomas C. Totaro
(Registered agent) **Assistant Vice President**

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: B. WAYNE HUGHES
Address: 701 Western Avenue, Suite 200
GLENDALE, CA 9120

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: B. WAYNE HUGHES
Address: 701 Western Avenue, Suite 200
GLENDALE, CA 91201-2394

Vice President: HUGH W. HORNE
Address: 701 Western Avenue, Suite 200
GLENDALE, CA 91201-2394

Secretary: HUGH W. HORNE
Address: 701 Western Avenue, Suite 200
GLENDALE, CA 91201-2394

Treasurer: CFO: RONALD L. HAYNER, JR
Address: 701 Western Avenue, Suite 200
GLENDALE, CA 91201-2394

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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. B. Wayne Hughes
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 PM 2:55

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 15th day of December, 19 95,

HFAC ONE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

April 23, 1996



Bill Jones

Secretary of State

F96000002627



ACCOUNT NO. : 072100000032

REFERENCE : 473085 5032822

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 35.00

ORDER DATE : July 23, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 473085-005

CUSTOMER NO: 5032822

800002286998--8

CUSTOMER: Ms. Deborah Ghamlouch
Public Storage, Inc.
701 Western Avenue, #200

Glendale, CA 91201

CHANGE OF AGENT

NAME: HFAC ONE, INC.

FILED
97 SEP -8 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kim Clemons

9/8
John R.A. Chang

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of CALIFORNIA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: HFAC ONE, INC.

1b. Date of Incorporation: 12/15/95 Document number

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE PLANTATION FL

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Obren B. Gerich
AUG 20 1997
SIGNATURE
DATE

Obren B. Gerich Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
VICKI SCHREIBER
SIGNATURE By: *Vicki Schreiber*
ASST VICE PRESIDENT
DATE 9/4/97

97 SEP - 8 PM 31 2824
SECRETARY OF STATE
TALLAHASSEE FLORIDA