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TELEPHONE 58-374 7895

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TO: DIVISION OF CORPORATIONS

FROM: RUBIN, SAM LEVIN, CONSTANT, FRIEDMAN

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-2336

00 000

TALLAHASSEE, FL 32399

CONTACT: KENDALL SPARKMAN

FAX: (904) 922-4000

PHONE: (305) 374-7580

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: VIA TORTUGA, INC.

FAX AUDIT NUMBER: H96000007826

CURRENT STATUS: REQUESTED

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**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:

Via Tortuga, Inc.

1. _____
(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.)

Delaware

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

3. May 22, 1996 4. Perpetual
(Date of Incorporation) (Duration)

5. _____
(Federal Employer Identification number, if applicable)

Anticipated: June 5, 1996

6. _____
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1505, F.S.)

7. 101 Park Avenue, New York, New York 10178
(Current mailing address)

8. General Partner of limited partnership owning and developing real property
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Co-Chairman: Paul D. Kazilionis
Address: 101 Park Avenue, New York, New York 10178

Co-Chairman: William H. Walton, III
Address: 101 Park Avenue, New York, New York 10178

Director: _____
Address: _____

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center (33131-2336)
P.O. Box 019109
Miami, Florida 33101-9109
Telephone: 305-374-7580

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B. Officers:President: Jeffrey M. KaplanAddress: 101 Park Avenue, New York, New York 10178Vice President: Jonathan H. PaulAddress: 101 Park Avenue, New York, New York 10178Secretary: Patrick K. FoxAddress: 101 Park Avenue, New York, New York 10178Treasurer: Rachel V. BrannanAddress: 101 Park Avenue, New York, New York 10178FILED
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)
SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

10. Name and Street address of Florida registered agent:Name: CT Corporation SystemOffice Address: 1200 South Pine Island Road
PlantationFlorida 33324

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: _____

SEE ATTACHED

12. 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.

13. W.H. Walton, III
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William H. Walton, III, Co-Chairman of the Board

(Name and capacity of person signing application)

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JUN -04' 96 (TUE) 16:01 RUBIN DAUM & LEVIN

TEL: 308-374-7893

P. 004

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Exhibit A

Vice President:
Address:

Lawrence A. Corson
14400 N. Dallas Parkway, Suite 200
Dallas, Texas 75240

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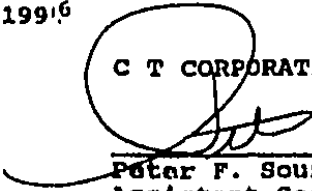
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ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Via Tortuga, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated June 4, 1996

C T CORPORATION SYSTEM


Peter F. Souza
Assistant SecretaryFILED
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIA TORTUGA, 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 THIRTIETH DAY OF MAY, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

7966148

DATE:

05-30-96

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