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PREMIER HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
SILVER SPRING, MD 20910
301-271-9971
301-271-9917

FILE NO. 342-8086

DEPARTMENT OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 024097 4724048

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 131.25

ORDER DATE : July 18, 1996

ORDER TIME : 12:07 PM

ORDER NO. : 024097

400001898494

CUSTOMER NO: 4724048

CUSTOMER: Ms. Patricia A. Moeller
Greenberg Traurig Hoffman
153 E. 53rd St.
35th Floor
New York, NY 10022

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 AM 11:45

*W
7/19*

FOREIGN FILINGS

NAME: OP GENPAR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

*File
2nd*

** needs today's file date will send the original good standing tomorrow.*

*Thank you,
Karen Roror*

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. OP GENPAR, INC.
(Name of Corporation adding 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.)
2. DELAWARE 3. 95-4588567
(State or Country under the law of which is incorporated) (F.E.I Number, if applicable)
4. July 11, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301

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10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

CORPORATION SERVICE COMPANY, Registered Agent
Karen B. Rozar

By: Karen B. Rozar (Signature) Date: July __, 1996
Its: agent for Corporation Service Company

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: Thomas J. Barrack, Jr.
Address: 1999 Avenue of the Stars, Suite 1200
Los Angeles, CA 90067

Director: Kelvin L. Davis
Address: 1999 Avenue of the Stars, Suite 1200
Los Angeles, CA 90067

B. OFFICERS:

President: Thomas J. Barrack, Jr.
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Executive Vice
President: Kelvin L. Davis
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Vice President/
Secretary: Lawrence A. Kestlin
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Vice President: Richard A. Ekleberry
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Vice President: John E. Viola
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Vice President: Kevin C. McTavish
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Vice President/
Treasurer: Mark M. Hedstrom
Address: 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

Assistant
Secretary: Joy Mallory
1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

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(NOTE: If necessary, you may attach an addendum to the application listing any additional officers and/or directors.)

13.



(Signature of officer listed in #12)

Date: July 17, 1990

14.

Lawrence A. Kestin, Vice President

(Print or type name and office of person signing this application)

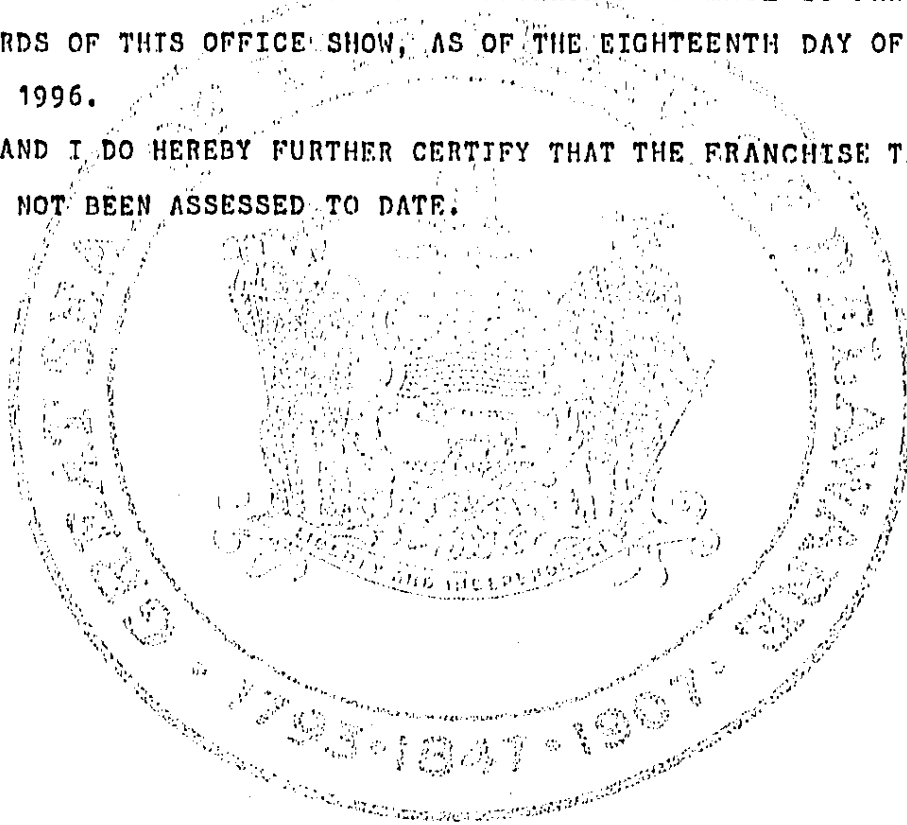
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OP 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 EIGHTEENTH DAY OF JULY, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 AM 11:45



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8031686
DATE: 07-18-96