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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

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NAME: LNR LAND PARTNERS SUB, INC.

AUDIT NUMBER.....H97000017950

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 3

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DIVISION OF CORPORATIONS
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FAX AUDIT NO. H97-17950

**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. INR LAND PARTERS SUB, INC.
(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.)
2. Delaware
(State or country under the law of which it is incorporated)
3. August 7, 1997
(Date of Incorporation)
4. Perpetual
(Duration)
5. 65-0776456
(Federal Employer Identification number, if applicable)
6. Anticipated October 30, 1997
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 760 N.W. 107th Avenue, Suite 100, Miami, Florida 33172
(Current mailing address)
8. General partner of general partnership investing in and managing real property
(Brief description of the nature of the business in which it is engaged in the state of Florida) interests.
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Stuart A. Miller

Address: 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172

~~Vice Chairman~~ Steven J. Salontz

Address: 760 N.W. 107th Avenue, Suite 100, Miami, Florida

Director: Leonard Miller

Address: 700 N.W. 107th Avenue, Miami, Florida 33172

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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P. 002

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B. Officers:

President: SCHEDULE 1 ANNEXED HERETO FOR LIST OF OFFICERS

Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

10. Name and Street address of Florida registered agent:

Name: Shelly Rubin
Office Address: 760 N.W. 107th Avenue, Suite 100
Miami, Florida 33172
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: Shelly Rubin
Shelly Rubin, Registered Agent

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. Shelly Rubin
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Shelly Rubin, Vice President
(Name and capacity of person signing application)

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SCHEDULE 1

OFFICERS OF LNR LAND PARTNERS SUB, INC.

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer	Steven J. Saiontz	760 N.W. 107th Avenue, Suite 100 Miami, Florida 33172
President	Jeffrey P. Krasnoff	700 N.W. 107th Avenue Miami, Florida 33172
Vice President	Shelly Rubin	760 N.W. 107th Avenue, Suite 100 Miami, Florida 33172
Secretary	Michelle R. Simon	101 Marietta Street, Suite 3600 Atlanta, Georgia 30303
Assistant Secretary	J.T. McMickle	760 N.W. 107th Avenue, Suite 100 Miami, Florida 33172
Treasurer	Margaret Jordan	760 N.W. 107th Avenue, Suite 100 Miami, Florida 33172
Controller	J.T. McMickle	760 N.W. 107th Avenue, Suite 100 Miami, Florida 33172

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LNR LAND PARTNERS SUB, 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1997.

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
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8723946

DATE:

10-27-97

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