

Document Number Only

F97000005729

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
MICHIGAN
91 OCT 30 PM 12:40

Q10/30

CP Miami Retail Operating Corporation

900002336029 -- 1
-11/03/97--01066--018
*****70.00 *****70.00

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/30

PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 1st

DIVISION OF CORPORATION
91 OCT 30 PM 12:16

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. CP Miami Retail Operating Corporation
(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 3. 76-0546483
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 8/26/97 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. 10777 Westheimer, Suite 1000
Houston, Texas 77042
(Current mailing address)
- 8. General partner of CP Miami Retail, L.P., a Delaware limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 12:40

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Randy A. Shelley

(Registered agent's signature) (Officer)

RANDY A. SHELLEY

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Karim Alibhai

Address: 10777 Westheimer, Suite 1000

Houston, Texas 77042

Director: _____

Address: _____

B. OFFICERS

President: Karim Alibhai

Address: 10777 Westheimer, Suite 1000

Houston, Texas 77042

Vice President: James R. Nickles, Haider Alibhai, Brent Burns

Address: 10777 Westheimer, Suite 1000

Houston, Texas 77042

Secretary: James R. Nickles

Address: 10777 Westheimer, Suite 1000

Houston, Texas 77042

Assistant Secretary: Karim Alibhai, Brent Burns

Address: 10777 Westheimer, Suite 1000, Houston, Texas 77042

Treasurer: James R. Nickles

Address: 10777 Westheimer, Suite 1000

Houston, Texas 77042

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. James R. Nickles, Vice President

(Typed or printed name and capacity of person signing application)

97 OCT 30 PM 12:40

FILED
SECRETARY OF STATE
DIVISION OF PROFESSIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP MIAMI RETAIL OPERATING CORPORATION" 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-NINTH DAY OF OCTOBER, A.D. 1997.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 12:40



Edward J. Freel

Edward J. Freel, Secretary of State

2789197 8300

971366582

AUTHENTICATION:

8729263

DATE:

10-29-97