



THE UNITED STATES
CORPORATION
COMPANY

F97000005789

ACCOUNT NO. : 072100000032

REFERENCE : 586283 4304950

AUTHORIZATION :

COST LIMIT : \$ 78.00

Patricia Pujols

ORDER DATE : October 31, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 586283-005

CUSTOMER NO: 4304950

CUSTOMER: Ms. Amy Bannes
Nutter, McClennen & Fish
One International Pl

200002335892--0

Boston, MA 021102699

FOREIGN FILINGS

NAME: SANTA ANITA REALTY
ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

9/11/3
97 NOV -3 PM 1:17
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
97 NOV -3 AM 10:42
DIVISION OF CORPORATION

**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. Santa Anita Realty Enterprises, 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. Delaware
(State or country under the law of which it is incorporated)
3. 95-3520818
(FEI number, if applicable)
4. September 23, 1979
(Date of incorporation)
5. Perpetual
(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. 301 West Huntington Drive, Suite 405, Arcadia, California 91007
(Current mailing address)
8. Real estate investment and related activities
(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
(Zip Code)

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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 obligation of my position as registered agent.

By Helen A. Falvey ass't secy
(Registered agent's signature) (Officer)

Helen Ann Falvey ass't secy
(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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Tom D. Austin, Vice President

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

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SANTA ANITA REALTY ENTERPRISES, INC.

**Attachment to Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Officers

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Brian L. Fleming	Acting Chief Executive Officer and President; Executive Vice President, Chief Financial Officer and Secretary	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Tom D. Austin	Vice President	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Roger Allen	Controller (Treasurer)	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007

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Directors

<u>Name</u>	<u>Business Address</u>
Brian L. Fleming	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
William C. Baker	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Arthur Lee Crowe	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Richard S. Cohen	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007

SANTA ANITA REALTY ENTERPRISES, INC.

**Attachment to Application by Foreign Corporation
for Authorization to Transact Business in Florida**

<u>Name</u>	<u>Business Address</u>
James P. Conn	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
John C. Cushman, III	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Taylor B. Grant	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
J. Terrence Lanni	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
Thomas P. Mullaney	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007
William D. Schulte	The Santa Anita Companies 301 West Huntington Drive Suite 405 Arcadia, CA 91007

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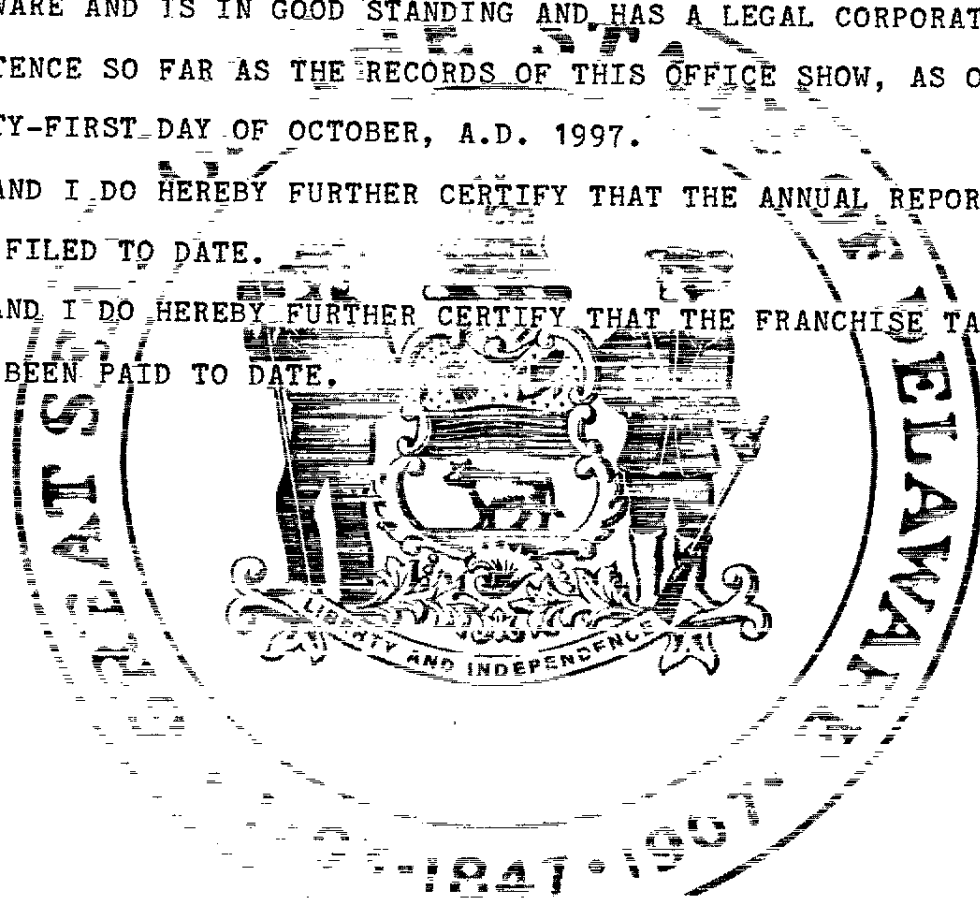
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANTA ANITA REALTY ENTERPRISES, 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8734887

DATE: 10-31-97