

# E980000000210



ACCOUNT NO. : 072100000032

REFERENCE : 664870

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 12, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 664870-005

4000002398404--6

CUSTOMER NO: 4807937

CUSTOMER: Ms. Holli Salazar  
Trizechahn Centers Inc.  
4350 La Jolla Village Drive  
Suite 400  
San Diego, CA 92122-1233

FOREIGN FILINGS

NAME: TRIZECHAHN ESPERANTE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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DIVISION OF CORPORATIONS  
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RECEIVED  
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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. TrizecHahn Esperante, 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. 36-4187031  
(EIN)
4. October 15, 1997  
(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. c/o Tax Department  
4350 La Jolla Village Drive, Suite 400  
San Diego, CA 92122-1233  
(Current mailing address)
8. Act as a General Partner in a Limited Partnership that owns Real Property  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state  
of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: c/o The Prentice-Hall Corporation System, Inc.  
1201 Hays Street  
Tallahassee, FL 32301  
(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 obligation of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

  
(Registered agent's signature) (Officer)

LISA G. MULLIGAN, ASST. VP

(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Casey R. Wold  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

Director: Robin A. Campbell  
Address: BCE Place  
181 Bay Street, Suite 3900  
Toronto, Ontario M5J 2T3  
CANADA

Director: David W. Clapp  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

B. OFFICERS

President: Casey R. Wold  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

Vice President/  
Assistant Secretary: Brian K. Lipson  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

Vice President: Donald R. Brown  
Address: 1201 Elm Street, Suite 5210  
Dallas, Texas 75270

Vice President: David W. Clapp  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

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Vice President/  
Treasurer: Wendy M. Godoy  
Address: 4350 La Jolla Village Drive, Suite 400  
San Diego, CA 92122

Vice President: James Hutchison  
Address: BCE Place  
181 Bay Street, Suite 3900  
Toronto, Ontario M5J 2T3  
CANADA

Vice President: Don S. Kovacic  
Address: 4350 La Jolla Village Drive, Suite 400  
San Diego, CA 92122

Vice President: Antonio A. Bismonte  
Address: 500 West Madison Street, Suite 3650  
Chicago, Illinois 60661

Assistant Treasurer: Greg Jones  
Address: 1411 Broadway, 31st Floor  
New York, NY 10018

Secretary: Holli G. Salazar  
Address: 4350 La Jolla Village Drive, Suite 400  
San Diego, CA 92122

Assistant Secretary: Cynthia K. Yott  
Address: 3011 W. Grand Blvd., Suite 450  
Detroit, MI 48202

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

13. Holli G. Salazar  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Holli G. Salazar, Secretary  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIZECHAHN ESPERANTE, 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 TWELFTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRIZECHAHN ESPERANTE, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1997.

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IN SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

01-12-98