F98000000375

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

300002408233--8
-01/22/98--01015--019
*****70.00 *****70.00

CORPORATION(S) NAME

THR Development Management Inc

98 JAN 21 AM 10:13
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1/22

(✓) Profit
() NonProfit
() Limited Liability Company
(✓) Foreign

() Amendment
() Dissolution/Withdrawal

() Merger
() Mark

() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy

() Annual Report
() Fict. Filing
() Photo Copies

() Other
() Change of R.A.
() UCC-1 UCC-3
() CUS

() Call When Ready
(●) Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:30
(●) Pick Up

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

JAN 21 1998

File 1st

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

RECEIVED
98 JAN 21 AM 9:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

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. THR Development Management 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. 13-3972097
(FEI number, if applicable)

4. September 23, 1997
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. [redacted] Upon Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 AM 10: 13

7. c/o Tishman Asset Corporation, 666 Fifth Avenue, New York, New York 10103
(Current mailing address)

8. To act as the general partner of THR Development Management LP, a limited partnership which owns equity interests in real estate.
(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: 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)
CT System

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: John A. Vickers

Address: c/o Tishman Asset Corporation, 666 Fifth Avenue

New York, New York 10103

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 AM 10: 13

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. Gary Buscemi
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary Buscemi, Senior Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 AM 10: 13

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of
THR Development Management Inc.

1. John A. Vickers, Chief Executive Officer
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

2. William J. Sales, President
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

3. John A. Griswold, Executive Vice President
c/o Tishman Hotel Corporation
1200 EPCOT Resorts Blvd.
Lake Buena Vista, Florida 32830

4. John T. Livingston, Executive Vice President
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

5. Joseph J. Simone, Executive Vice President
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

6. Daniel R. Tishman, Executive Vice President
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

7. Gary Buscemi, Secretary
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

8. Kathleen Kotoun, Assistant Secretary
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

9. Frank W. Beck, Chief Financial Officer
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

10. Larry Schwarzwalder, Treasurer
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

11. Gary Buscemi, Senior Vice President
c/o Tishman Asset Corporation
666 Fifth Avenue
New York, New York 10103

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 AM 10: 13

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THR DEVELOPMENT MANAGEMENT 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 FOURTEENTH DAY OF JANUARY, A.D. 1998.

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.

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
98 JAN 21 AM 10:13

Edward J. Freel, Secretary of State

AUTHENTICATION: 8865588

DATE: 01-14-98

2797121 8300

981016146