

F980000001731



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 756637 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujant

ORDER DATE : March 26, 1998

ORDER TIME : 11:52 AM

ORDER NO. : 756637-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue

Miami, FL 33131

98 MAR 26 PM 2:07

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SECRETARY OF STATE

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FOREIGN FILINGS

600002469416--2

NAME: BOCA COLONY APARTMENTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

DIVISION OF CORPORATION

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. BOCA COLONY APARTMENTS, INC.
(Name of Corporation adding 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 is incorporated)
3. Applied for
(F.E.I Number, if applicable)
4. March 17, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.))
7. c/o Invesco Realty Advisors, Inc. 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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

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10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

Heborah W. Skipper (Signature)
Registered Agent as agent

Date: March 26, 1998

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: David A. Ridley
Address: 544 LBJ Freeway, LB 2, Suite 700
Dallas, TX 75240

Director: David N. Farmer
Address: 544 LBJ Freeway, LB 2, Suite 700
Dallas, TX 75240

B. OFFICERS:

President/ David N. Farmer
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Ronald L. Ragsdale
Secretary
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Shellie M. Sims
Assistant Secretary
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Michael Kirby
Assistant Secretary
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

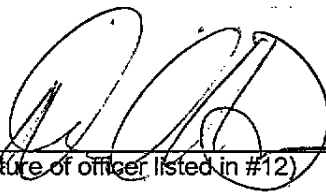
Vice President/ Terrell Boiko
Assistant Secretary
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Treasurer/ Dorothy Jenkins
Assistant Secretary
Address: 544 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

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

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13.



(Signature of officer listed in #12)

Date: March __, 1998

14.

David N. Farmer, President

(Print or type name and office of person signing this application)

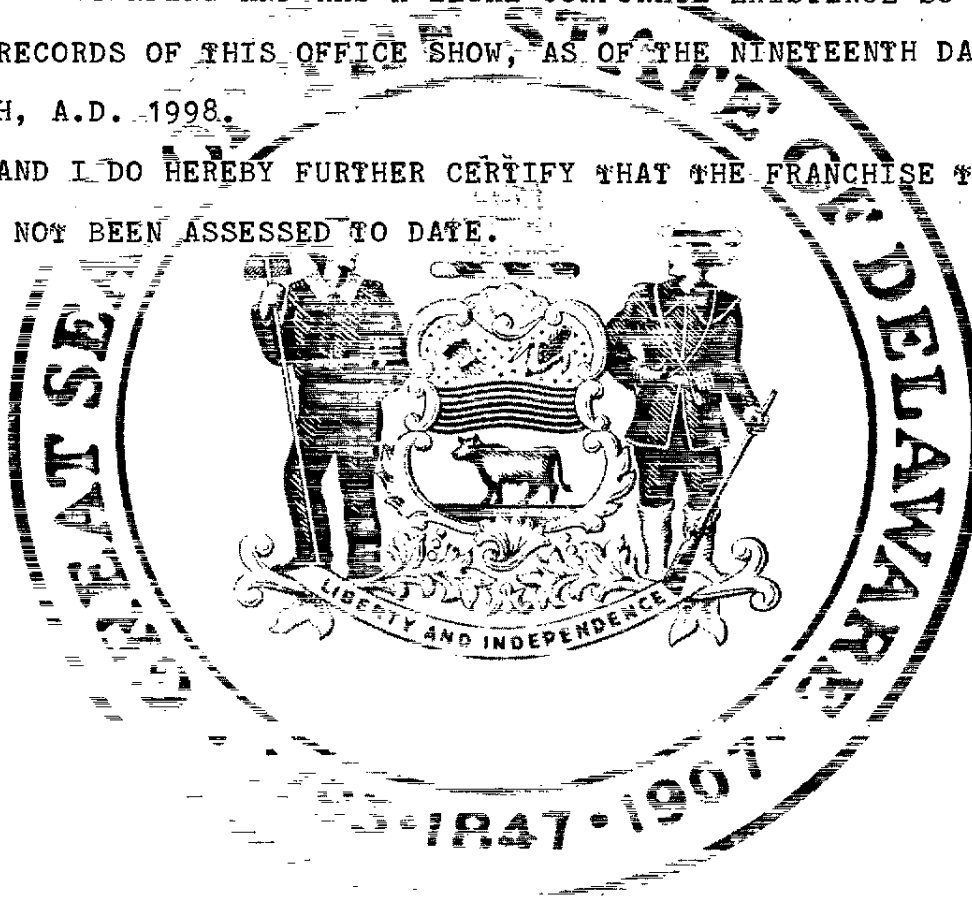
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOCA COLONY APARTMENTS, 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 NINETEENTH DAY OF MARCH, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8980928

DATE: 03-19-98