



**THE UNITED STATES
CORPORATION**
COMPANY

F98000002507

ACCOUNT NO. : 072100000032

REFERENCE : 804869 5050646

AUTHORIZATION :

Patricia Pajuts

COST LIMIT : \$ 140.00

ORDER DATE : May 4, 1998

ORDER TIME : 9:56 AM

ORDER NO. : 804869-005

CUSTOMER NO: 5050646

CUSTOMER: Ms. Patti Zimmerman
Wilton Partners
11022 Santa Monica Boulevard
Suite 450
Los Angeles, CA 90025

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DIVISION OF CORPORATION

FOREIGN FILINGS

800002508918--8

NAME: WILTON DAYTON G.P. CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

4/1/98

FILED
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DIVISION OF CORPORATIONS
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5/4

**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. Wilton Daytona G.P. Corp.
(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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 30, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Will commence on approximately June 30, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11022 Santa Monica Boulevard, Suite 450
Los Angeles, California 90025
(Current mailing address)
8. To act as General Partner of Limited Partnership in real estate investment/development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(Zip code)
10. Registered agent's 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.

Delorah W. Skipper as agent
(Registered agent's signature)

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

(Sole Director)

Chairman: Jay H. Wilton

Address: 11022 Santa Monica Blvd., Suite 450, Los Angeles, CA 90025

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jay H. Wilton

Address: 11022 Santa Monica Blvd., Suite 450, Los Angeles, CA 90025

Vice President:

Address:

Secretary: Jay H. Wilton

Address: 11022 Santa Monica Blvd., Suite 450, Los Angeles, CA 90025

Treasurer: Jay H. Wilton

Address: 11022 Santa Monica Blvd., Suite 450, Los Angeles, CA 90025

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. President and Sole Director
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILTON DAYTONA G.P. CORP." 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 APRIL, 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.

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SECRETARY OF STATE
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9024328
04-14-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: