

F98000005529



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 982284 4377574

AUTHORIZATION

COST LIMIT

Patricia Pignatelli

ORDER DATE : October 1, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 982284-005

CUSTOMER NO: 4377574

CUSTOMER: Ms. Sherry Geyer
Brand Farrar & Buxbaum LLP
515 S. Flower St., Ste. 3500

000002654710--9

Los Angeles, CA 90071

FOREIGN FILINGS

NAME: SHIMIZU DEVELOPMENT (NEW YORK)
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 2:20

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RECEIVED
98 OCT -2 PM 1:17
DIVISION OF CORPORATIONS

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. Shimizu Development (New York) Incorporated
(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. New York 3. 13-3289798
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1985 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 800 Wilshire Blvd., Ste. 800
Los Angeles, CA 90017
(Current mailing address)

The holding of interest in a partnership owning real property in the State of Florida; participation as a partner in the affairs of such partnership; and to engage in any lawful activity for which a foreign corporation may be authorized under the Florida Business Corporation Act.
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name Corporation Service Company

Office Address: 1201 Hays Street

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.


(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.

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)

Chairman: Isato Nishizawa

Address: 800 Wilshire Blvd., Ste. 800
Los Angeles, CA 90017

Vice Chairman: Hiroishi Hoshino

Address: (same as above)

Director: Yasuhiro Takasaki

Address: (same as above)

Director: Shinichiro Fujisawa

Address: (same as above)

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

President: Isato Nishizawa

Address: (same as 12A, above)

Vice President: Yasuhiro Takasaki

Address: (same as 12A, above)

Secretary: Shinichiro Fujisawa

Address: (same as 12A, above)

Treasurer: Shinichiro Fujisawa

Address: (same as 12A, above)

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. Shinichiro Fujisawa, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

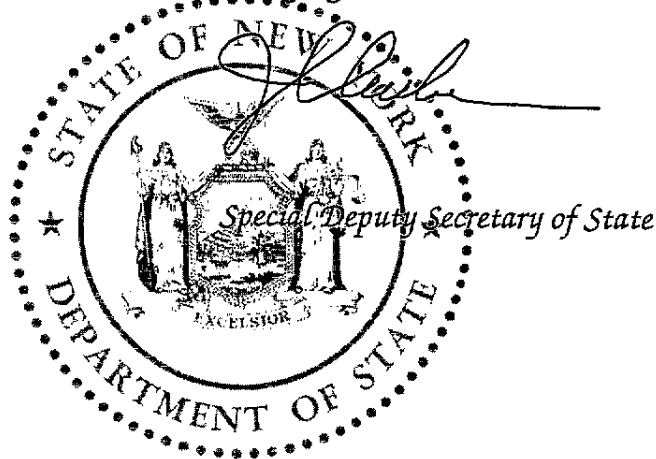
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of SHIMIZU DEVELOPMENT (NEW YORK) INCORPORATED was filed on 06/04/1985, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of September
one thousand nine hundred and
ninety-eight.



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