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**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 087573 7143690

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : January 5, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 087573-010

100002731771--7

CUSTOMER NO: 7143690

CUSTOMER: Ms. Elizabeth K. Mayo
Kaufman & Broad Multi-housing
320 Golden Shore Drive, #200

Long Beach, CA 90802-4217

FOREIGN FILINGS

NAME: AFFORDABLE MULTI-FAMILY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

SECTION OF CORPORATION

14:01W 9-NYC 66

05/12/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -6 PM 12:33

FILED

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. Affordable Multi-Family, 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. California
(State or country under the law of which it is incorporated)
3. 95-4552922
(FEI number, if applicable)
4. November 7, 1995
(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 817.155, F.S.))
7. 320 Golden Shore, Suite 200
Long Beach, California 90802
(Current mailing address)

8. Real Estate Development
(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, 32309
(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.

Corporation Service Company

By: Delorah H. Skipper
(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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JAN - 6 PM 12:33
TALLAHASSEE, FLORIDA
STATE

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Paul J. Carroll - Vice-President and Treasurer
(Typed or printed name and capacity of person signing application)

99 JAN -6 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**Rider to Item 12 of Application by Foreign Corporation For Qualification to Transact
Business in Florida**

AFFORDABLE MULTI-FAMILY, INC. – List of Directors and Officers

Directors:

<u>Name</u>	<u>Address</u>
Albert Z. Praw	10990 Wilshire Boulevard Los Angeles, CA 90024
Michael A. Costa	320 Golden Shore, Suite 200 Long Beach, CA 90802
Michael F. Henn	10990 Wilshire Boulevard Los Angeles, CA 90024

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Albert Z. Praw	Chairman	10990 Wilshire Boulevard Los Angeles, CA 90024
Michael A. Costa	President	320 Golden Shore, Ste. 200 Long Beach, CA 90802
Paul Carroll	Vice President and Treasurer	320 Golden Shore, Ste. 200 Long Beach, CA 90802
Elizabeth K. Mayo	Secretary	320 Golden Shore, Ste. 200 Long Beach, CA 90802
Cory F. Cohen	Assistant Secretary	10990 Wilshire Boulevard Los Angeles, CA 90024
William R. Hollinger	Assistant Secretary	10990 Wilshire Boulevard Los Angeles, CA 90024
Kimberly N. King	Assistant Secretary	10990 Wilshire Boulevard Los Angeles, CA 90024
Barton P. Pachino	Assistant Secretary	10990 Wilshire Boulevard Los Angeles, CA 90024

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 7th day of November, 19

AFFORDABLE MULTI-FAMILY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

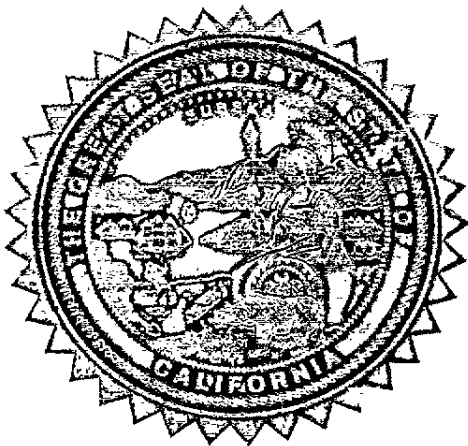
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 31, 1998



Bill Jones

Secretary of State

FILED
99 JAN -6 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FL 32310