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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

Division of Corporations  
Fax Number : (850) 922-4003

**From:**

Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305) 371-2700  
Fax Number : (305) 358-5744

## FOREIGN PROFIT QUALIFICATION

AREIF II QRS, INC.

Certificate of Status	0
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**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. AREIF II QRS, 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 3. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 5, 1999 5. PERPETUAL  
(Date of incorporation) (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. 1301 Avenue of the Americas, 38th Floor  
New York, NY 10019  
(Current mailing address)

8. Any lawful purpose  
(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: JANE A. HOUK  
WHITE & CASE LLP  
Office Address: 200 S. BISCAYNE BOULEVARD, SUITE 4900  
MIAMI, Florida, 33131  
(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.*

Jane A. Houk  
(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)

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John JacobssonAddress: C/O Apollo Real Estate Advisors, L.P.  
1301 Ave. of the Americas, 38th Floor, New York, NY 10019Director: Stuart KoenigAddress: C/O Apollo Real Estate Advisors, L.P.  
1301 Ave. of the Americas, 38th Floor, New York, NY 10019**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: John HannanAddress: C/O Apollo Real Estate Advisors, L.P.  
1301 Ave. of the Americas, 38th Floor, New York, NY 10019Vice President: John JacobssonAddress: C/O Apollo Real Estate Advisors, L.P.  
1301 Ave. of the Americas, 38th Floor, New York, NY 10019Secretary: Michael WeinerAddress: C/O Apollo Real Estate Advisors, L.P.  
1301 Ave. of the Americas, 38th Floor, New York, NY 10019

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. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

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Vice President

Stuart F. Koenig  
c/o 1301 Ave. of the Americas, 38th Floor  
New York, NY 10019

Vice President and Secretary

Michael D. Weiner  
c/o 1301 Ave. of the Americas, 38th Floor  
New York, NY 10019

Vice President and Assistant Secretary

Lee S. Neibart  
c/o 1301 Ave. of the Americas, 38th Floor  
New York, NY 10019

Vice President and Assistant Secretary

William A. Scully  
c/o 1301 Ave. of the Americas, 38th Floor  
New York, NY 10019

Vice President and Controller

Ronald J. Solotruk  
c/o 1301 Ave. of the Americas, 38th Floor  
New York, NY 10019

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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 "AREIF II QRS. 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 EIGHTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AREIF II QRS. INC." WAS INCORPORATED ON THE FIFTH DAY OF FEBRUARY, A.D. 1999.

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: 9563493

DATE: 02-08-99

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