

F99000002527
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CSL PROPERTIES LIMITED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

GAIL W. SEVIER

(Name of Person)

MARRS RUDNICK & SEVIER LLC

(Firm/Company)

550 S. WADSWORTH SUITE 200

(Address)

LAKEWOOD, CO 80226-0000

(City/State/Zip)

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-12/28/98--0111--002

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-04/28/99--01017--001

***2015.00 ***2015.00

WFS-27101

P.648

Should you need to call someone concerning this matter, please call:

SUSAN DAVIDSON

(Name of Person)

at (514) 982-3903

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
99 MAY 18 AM 8:04

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1998

SUSAN DAVIDSON
MARRS RUDNICK & SEVIER LLC
550 S. WADSWORTH, SUITE 200
LAKEWOOD, CO 80226

SUBJECT: CSL PROPERTIES LIMITED
Ref. Number: W98000029101

We have received your document for CSL PROPERTIES LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

A brief description of the entity's nature of business must be included in the document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3515.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted

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on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 298A00060869

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 26, 1999

SUSAN DAVIDSON
MARRS RUDNICK & SEVIER LLC
550 S. WADSWORTH, SUITE 200
LAKEWOOD, CO 80226

SUBJECT: CSL PROPERTIES LIMITED
Ref. Number: W98000029101

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for CSL PROPERTIES LIMITED.

The referenced application states that the corporation has transacted business in the State of Florida since June 23, 1995. You were notified by letter dated December 29, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3515.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 599A00009101

Enclosure

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

SUSAN DAVIDSON
MARRS RUDNICK & SEVIER LLC
550 S. WADSWORTH, SUITE 200
LAKEWOOD, CO 80226

SUBJECT: CSL PROPERTIES LIMITED
Ref. Number: W98000029101

We have received your document for CSL PROPERTIES LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

A brief description of the entity's nature of business must be included in the document.

Please enclose the past annual report fees (\$515.00) due this office for transacting business in Florida since 1995. Once all the corrections have been made and past annual report fees have been remitted, I will forward the application and your request for the Department of State to consider waiving or reducing the \$3000.00 in civil penalties to our General Counsel for such consideration.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

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Hart Collins
Senior Corporate Section Administrator

Letter Number: 299A00012643

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

SUSAN DAVIDSON
MARRS RUDNICK & SEVIER LLC
550 S. WADSWORTH, SUITE 200
LAKEWOOD, CO 80226

SUBJECT: CSL PROPERTIES LIMITED
Ref. Number: W98000029101

We have received your document for CSL PROPERTIES LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 299A00022839

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Department of State

Memorandum Office of the General

Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 27, 1999

RE: CSL Properties Limited, Inc.

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed. Corporation has paid annual report fees from 1995 of \$515 and has paid statutory penalties for the same period of \$1500, reflecting penalties assessed at the statutory minimum of \$500.00 per year. Corporation seeks qualification to do business in Florida. Accordingly, it is also recommended that this corporation be issued a certificate of authority.

/gty

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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. CSL PROPERTIES LIMITED CORPORATION
(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. 84-1271922
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 3, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 23, 1995 THROUGH A 6.07016% INTEREST IN TERRAPARK PROPERTIES, A TEXAS GENERAL PARTNERSHIP
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. C/O: MARRS RUDNICK & SEVIER LLC
550 S WADSWORTH SUITE 200
LAKEWOOD, CO 80226-0000
(Current mailing address)
8. REAL ESTATE INVESTMENT AND 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: CSC THE UNITED STATES CORPORATION COMPANY
Office Address: 1201 HAYES 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.

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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)

Chairman: NOT APPLICABLE

Address:

Vice Chairman: NOT APPLICABLE

Address:

Director: ROGER M. JONES

Address: 44 WILLIAM FAIRFIELD DR.
WENHAM, MASS 01984

Director: DAVID A. TARR

Address: 2500 PIERRE DUPUY AVE APT 105
MONTREAL, QUEBEC, CANADA H3C 4L1

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

President: DAVID A. TARR

Address: 2500 PIERRE DUPUY AVE APT 105
MONTREAL, QUEBEC, CANADA H3C 4L1

Vice President: SUSAN DAVIDSON

Address: 136 LAKEVIEW
POINTE CLAIRE, QUEBEC, CANADA H9S 5S6


Secretary: PIERRE PREFONTAINE

Address: 7410 MIRABEAU AVENUE
BROSSARD, QUEBEC, CANADA J4Y 1S6

Treasurer: SUSAN DAVIDSON

Address: 136 LAKEVIEW
POINTE CLAIRE, QUEBEC, CANADA H9S 5S6

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. SUSAN DAVIDSON
(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 "CSL PROPERTIES LIMITED" 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 FIRST DAY OF APRIL, A.D. 1999.

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

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AUTHENTICATION: 9665652

DATE: 04-01-99