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ACCOUNT NO. : 072100000032

REFERENCE : 483220 4373439

AUTHORIZATION *Patricia Pruitt*

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -5 PM 2:21

ORDER DATE : August 1, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 483220-010

CUSTOMER NO: 4373439

CUSTOMER: Lila Gaston, Legal Assistant  
Akin Gump Strauss Hauer &  
590 Madison Avenue  
20th Floor  
New York, NY 10022

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FOREIGN FILINGS

NAME: KRONUS PROPERTY HOLDINGS LLC

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TOTAL	
NL BANK	
BALANCE DUE	
PRINT	

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

8/5/97  
bxc  
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97 AUG -5 PM 12:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. KRONUS PROPERTY HOLDINGS LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. NEW YORK  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 2/14/96  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
7. C/O APOLLO REAL ESTATE ADVISORS II, L.P.  
2 MANHATTANVILLE ROAD, PURCHASE, NY 10577  
(Street address of principal office)

8. List and indicate in the space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
AP GP KRONUS PROPERTY	MGRM		
HOLDINGS, L.P.			
C/O APOLLO REAL ESTATE ADVISORS II, L.P.			
2 MANHATTANVILLE ROAD			
PURCHASE, NY 10577			

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of KRONUS PROPERTY HOLDINGS LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 44,952,550
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 44,952,550. This total includes amounts from 2 and 3 above.

AP GP KRONUS PROPERTY HOLDINGS, L.P.  
its managing member  
BY: KRONUS PROPERTY, INC.  
its general partner

X 

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
MICHAEL D. WEINER, VICE PRESIDENT

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.416 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: KRONUS PROPERTY HOLDINGS LLC

2. The name and address of the registered agent and office is:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

(Name)

1201 HAYS STREET

(P.O. Box or Mail Drop Box NOT acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

7/28/97

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

State of New York  
Department of State

ss:

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I hereby certify, that KRONUS PROPERTY HOLDINGS LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 02/14/1996 and that the limited liability company is subsisting so far as shown by the records of the Department.

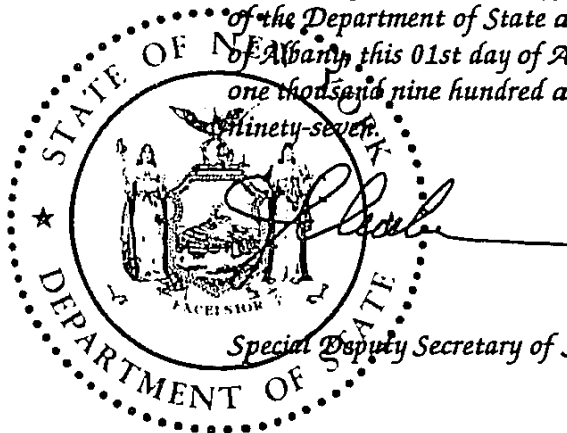
A Certificate of Affidavit of Publication of KRONUS PROPERTY HOLDINGS LLC was filed on 05/24/1996.

A Certificate of Affidavit of Publication of KRONUS PROPERTY HOLDINGS LLC was filed on 05/24/1996.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany this 01st day of August  
one thousand nine hundred and  
Ninety-seven.



Special Deputy Secretary of State

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