



THE UNITED STATES
CORPORATION
COMPANY

M97000000560

ACCOUNT NO. : 072100000032

REFERENCE : 513826 4303929

AUTHORIZATION :

Patricia T. Pappas

COST LIMIT : \$ 468.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 4:35

ORDER DATE : August 29, 1997

000002281676--7

ORDER TIME : 1:55 PM

ORDER NO. : 513826-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

File
157

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FOREIGN FILINGS

NAME: COLONY CROSS COUNTY GENPAR,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 3 CERTIFIED COPIES
XX PLAIN STAMPED COPY
XX 3 CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

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BK 8/24/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original

SUBJECT: COLONY CROSS COUNTY GENPAR, LLC submission date as file date
Ref. Number: W97000020124

We have received your document for COLONY CROSS COUNTY GENPAR, LLC and the authorization to debit your account in the amount of \$468.75. However, the document has not been filed and is being returned for the following:

In addition to the application, we must have a CERTIFICATE OF EXISTENCE from the Delaware Secretary of State.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 497A00043658

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97 SEP -2 PM 10:37
DIVISION OF CORPORATIONS

**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:*

1. COLONY CROSS COUNTY GENPAR, 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: "LLC" is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For

(FEI number, if applicable)

4. 8/19/97

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 8/19/97

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Colony Development
Holdings, L.P.,
Delaware limited
partnership
(same as above)

MGMR

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of Colony Cross
County Genpar, 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 \$ 100.00
- 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 hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00 . This total includes amounts from 2 and 3 above.

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COLONY DEVELOPMENT HOLDINGS, L.P., a Delaware limited
partnership, Managing Member

BY: GENPAR, INC., a Delaware corporation, General Partner

By: [Signature] Its: Vice President

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.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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: COLONY CROSS COUNTY GENPAR, LLC

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

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Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, FL 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.

Karen B. Rozar
(Signature)

8.29.97
(Date)

Karen B. Rozar, As Its Agent

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLONY CROSS COUNTY GENPAR, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL 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: 8630612

DATE: 08-29-97