



# M97000000736

ACCOUNT NO. : 072100000032  
REFERENCE : 345390 4303929  
AUTHORIZATION : *Patricia Pzyto*  
COST LIMIT : \$ 468.75

FILED  
STATE  
DIVISION OF CORPORATIONS  
R 28 PM 2: 34

ORDER DATE : April 28, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 345390-005

CUSTOMER NO: 4303929

900002156459-1

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

FOREIGN FILINGS

NAME: COLONY CSC GENPAR, L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (3 CERTIFIED COPIES)  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING (3 GOOD STANDINGS)

CONTACT PERSON: Karen B. Rožar

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*SK*  
*4/29/97*

**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 CSC 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: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 04/17/97 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 24, 1997  
(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: |
|-----------------|--------|-----------------|--------|
|-----------------|--------|-----------------|--------|

|                           |             |  |  |
|---------------------------|-------------|--|--|
| <u>Colony Development</u> | <u>MGMR</u> |  |  |
| <u>Holdings, L.P., a</u>  |             |  |  |
| <u>Delaware limited</u>   |             |  |  |
| <u>partnership</u>        |             |  |  |
| <u>Same as above</u>      |             |  |  |
|                           |             |  |  |
|                           |             |  |  |
|                           |             |  |  |
|                           |             |  |  |
|                           |             |  |  |
|                           |             |  |  |

**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  
CSC Genpar, L.C. 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 hereto.
- 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.

Colony Development Holdings, L.P., a Delaware limited  
partnership, Managing Member

By: CSD 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.)

**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.

1. The name of the limited liability company is: Colony CSC Genpar, L.C.

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

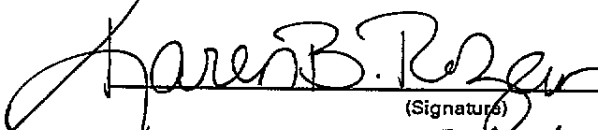
Corporation Service Company  
(Name)

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

Tallahassee, FL 32301  
(City/State/Zip)

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*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)  
**Karen B. Rozar, As Its Agent**

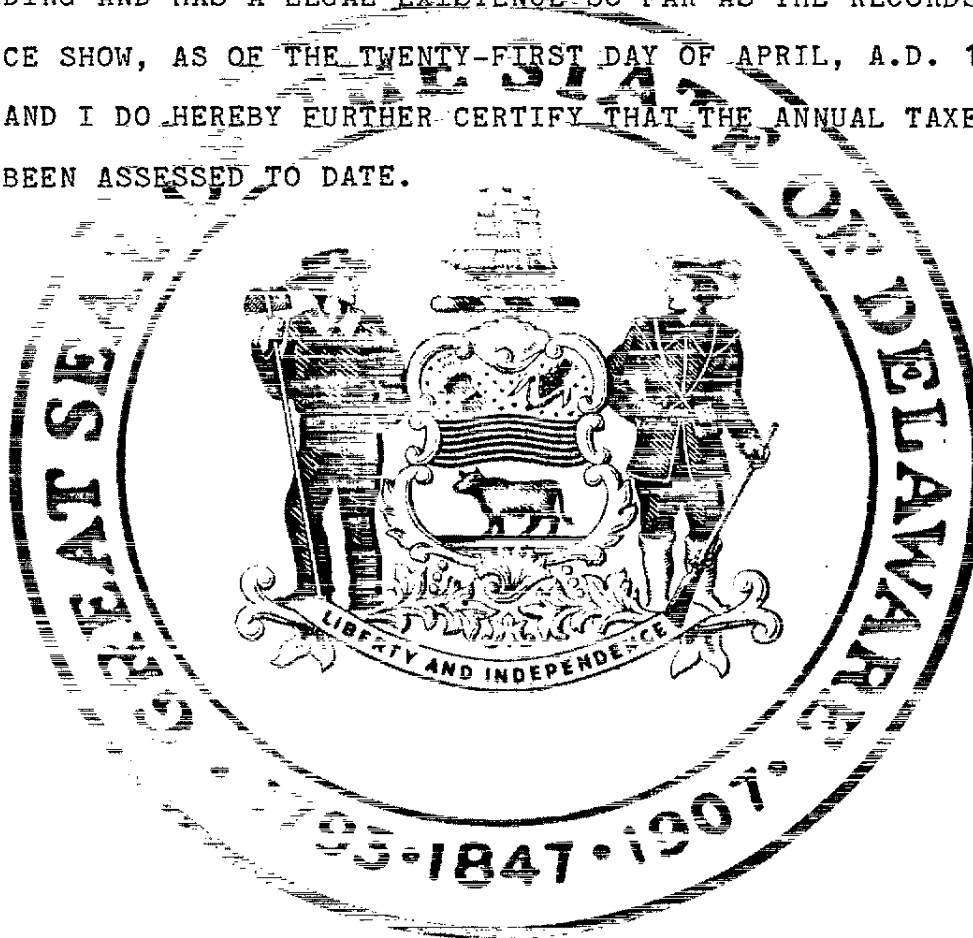
4-28-97  
(Date)

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 CSC 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-FIRST DAY OF APRIL, 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:

04-21-97

DATE: