



OXFORD

"Building Relationships"

M99000000261

February 10, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002772730--4
-02/11/99--01044--010
*****250.00 *****250.00

Re: Oxford Properties, Inc.
Oxford Properties, LLC

000002772730--4
-02/11/99--01044--011
*****35.00 *****35.00

To Whom It May Concern:

Oxford Properties, Inc., is a foreign corporation currently registered to do business in Florida. Effective December 23, 1998, Oxford Properties, Inc., was merged into Oxford Properties, LLC, a Kentucky limited liability company. Therefore, we wish to withdraw the authorization of Oxford Properties, Inc., to conduct business in Florida and to obtain authorization to transact business in Florida as Oxford Properties, LLC, a foreign limited liability company.

I enclose the following:

- Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida
- Articles of Merger between Oxford Properties, Inc., and Oxford Properties, LLC
- Application by Foreign Limited Liability Company for Authorization to Conduct Business in Florida, with Filing Fee of \$250.00
- Original Certificate of Existence for Oxford Properties, LLC, duly authenticated by Kentucky Secretary of State
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Certificate of Designation of Registered Agent/Registered Office, with Filing Fee of \$35.00
- Copies of All Above, for File Stamped Copy

Please advise if additional information is required to complete the above transactions. Otherwise, please cause the appropriate filings to be made and return the enclosed file-stamped copy to my attention.

Thank you for your prompt attention to this matter.

Very truly yours,

Sallie Haynes

Sallie Haynes
Legal Counsel

C Mike Leonard
Gregory Morgan

FILED
99 FEB 24 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56-24-99

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

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

1. Oxford Properties, 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.)
2. Kentucky
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 61-1336995
(FEI number, if applicable)
4. November 20, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 120 Adelaide Street West, Suite 1700, Toronto, Ontario, Canada M5H-1T1

(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:
SEE ATTACHED			

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

ITEM 8.

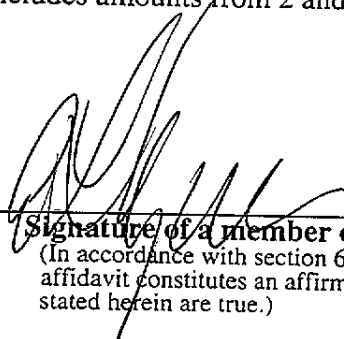
Jon E. Love 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Chairman of the Board and Director
Stuart H.B. Smith 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	President and Director
Al W. Mawani 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Senior Vice President and Chief Financial Officer
John H. Wallace 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Senior Vice President, Legal and Secretary
Wayne K. Fraser 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Senior Vice President, Acquisitions
Anna M. Kennedy 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Senior Vice President and Controller
Gregory L. Morgan 2701 N. Rocky Point Drive Tampa, Florida 33607	MGR	Vice President, U.S.A.
Robert M. Putman 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Vice President, Project Finance
Murray Snedden 120 Adelaide Street West Toronto, Ontario, Canada M5H 1T1	MGR	Treasurer
Sallie Haynes 401 South 4th Street Louisville, Kentucky 40202	MGR	Assistant Secretary
Jean D. Adams 21250 Hawthorne Blvd. Torrance, California	MGR	Assistant Treasurer

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Oxford Properties, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$636,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$13,170,000.00
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$13,806,000.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Gregory L. Morgan, Vice President, U.S.A. and Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Oxford Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

Gregory L. Morgan

(Name)

2701 N. Rocky Point Drive, Suite 1000

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa

FL

33607

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)

Filing Fee: \$ 35 for Designation of Registered Agent

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99 FEB 24 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



John Y. Brown III
Secretary of State

Certificate of Existence

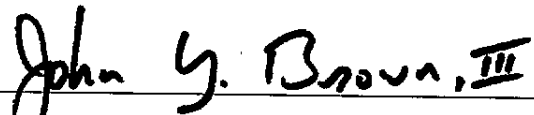
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

OXFORD PROPERTIES, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is November 20, 1998.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 14th day of January, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
dday/0465120