



THE UNITED STATES
CORPORATION
COMPANY

M99000001665

ACCOUNT NO. : 072100000032

REFERENCE : 417463 4807937

AUTHORIZATION :

COST LIMIT : \$ ~~20.00~~ 125.00 Patricia P. Pugh

ORDER DATE : October 18, 1999

ORDER TIME : 9:50 AM

ORDER NO. : 417463-060

200003019642--0

CUSTOMER NO: 4807937

CUSTOMER: Ms. Holli Salazar
Trizechahn Centers Inc.
Suite 700
4350 La Jolla Village Drive
San Diego, CA 92122-1233

FOREIGN FILINGS

NAME: TRIZECHAHN ESPERANTE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

M99-1665

Name	Trizechahn
Address	
City	
State	
Zip	
Country	
Telephone	
Signature	W. P. Veriver

RECEIVED
99 OCT 20 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

Filed 2nd

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. TrizecHahn Esperante 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 95-2867468
(FEI number, if applicable)
4. October 15, 1997
(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 817.155, F.S.))
7. 4350 LaJolla Village Drive, Suite 700
San Diego, CA 92122-1233
(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>Robin A. Campbell</u>	<u>MGR</u>		
<u>BEC Place 181 Bay St., Ste. 3900</u>			
<u>Toronto, Ontario M5J2T3 Canada</u>			
<u>Casey R. Wold</u>	<u>MGR</u>		
<u>Sears Tower, 233 S. Wacker Dr., Ste. 4600</u>			
<u>Chicago, IL 60606</u>			
<u>Antonio A. Bismonte</u>	<u>MGR</u>		
<u>Sears Tower, 233 S. Wacker Dr., Ste. 4600</u>			
<u>Chicago, IL 60606</u>			

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.)

FILED
99 OCT 20 PM 5:09
SECRETARY OF STATE
FLORIDA

MEMBERSHIP AND

FILED

93 OCT 20 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLA

Antonio A. Bismonte

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.)

ANTONIO A. BISMONTE

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

TrizecHahn Esperante LLC

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

The Prentice-Hall Corporation System, Inc.

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

City/State/Zip

FILED

99 OCT 29 PM 5:00

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.

By: Jane L. Durr

(Signature)

Authorized Representative

Filing Fee: \$ 35 for Designation of Registered Agent

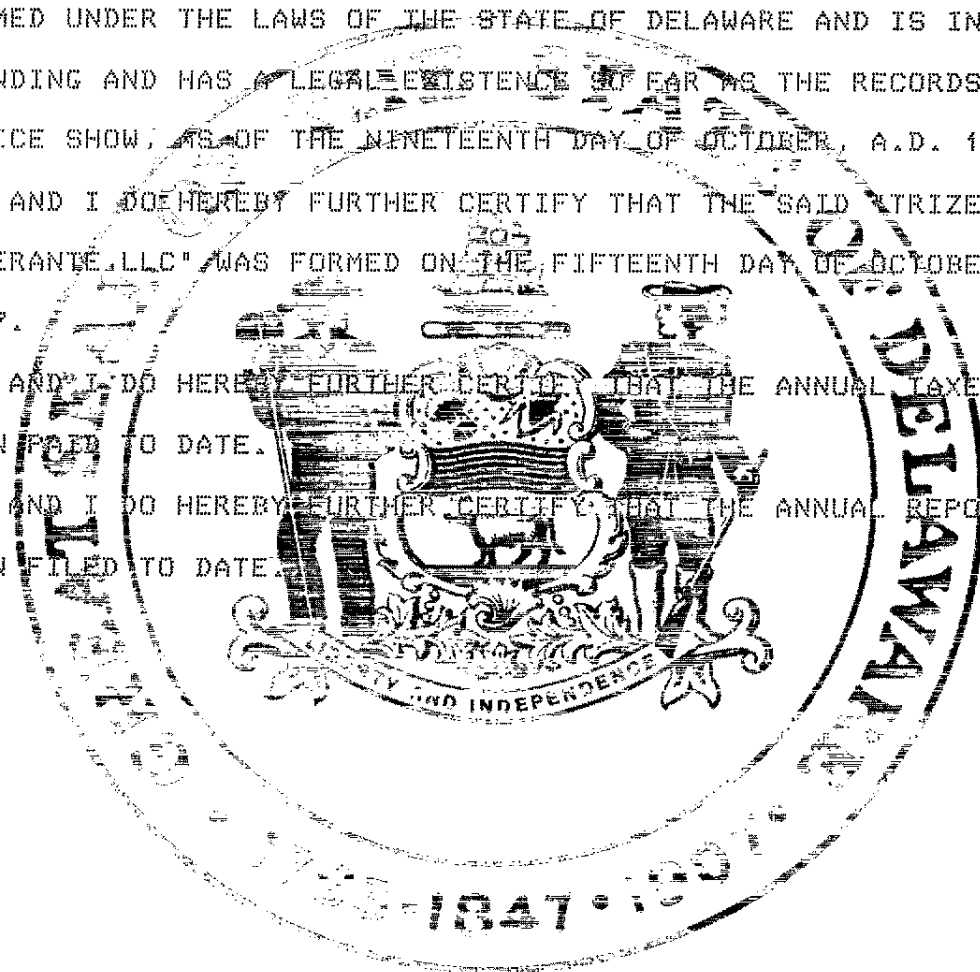
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIZECHAHN ESPERANTE 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 NINETEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRIZECHAHN ESPERANTE LLC" WAS FORMED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2802836 8300

DATE:

0032911

991441361

10-19-99