



THE UNITED STATES  
CORPORATION  
COMPANY

11990000001675

ACCOUNT NO. : 072100000032

REFERENCE : 415507 4807937

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : October 15, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 415507-005

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: TH FLC VENICE SOUTH 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

Patricia P. [Signature]  
FILED  
99 OCT 20 PM 5:00

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1199-1675

Name	[Signature]
Availability	[Signature]
Document	[Signature]
Editor	[Signature]
Underwriter	[Signature]
Verifier	[Signature]
Acknowledgment	[Signature]
W. P. Verifier	[Signature]

RECEIVED  
99 OCT 20 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 20, 1999

CSC  
ATTN: JANNA WILSON

SUBJECT: TH FLC VENICE SOUTH LLC  
Ref. Number: W99000024191

FILED

99 OCT 20 PM 5:00

We have received your document for TH FLC VENICE SOUTH LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

You must remove the Affidavit of Membership and Contributions from the document, it is no longer accepted, be sure to leave the members signature.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 499A00050566

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99 OCT 21 PM 12:58

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**

Please give original  
submission date as file date.

**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. TH FLC Venice South 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. applied for  
(FEI number, if applicable)
4. September 30, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4350 La Jolla Village Drive, Suite 700  
San Diego, California 92122  
(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:**

Robin A. Campbell      MGR.  
181 Bay Street  
Toronto, Ontario

Antonio A. Bismonte      MGR.  
233 S. Wacker, #4600  
Chicago, Illinois 60606

Casey R. Wold      MGR  
233 S. Wacker, #4600  
Chicago, Illinois 60606

Triangle Realty Investments  
4350 La Jolla Village, Ste. 700  
San Diego, CA 92112-1233

Managing Member

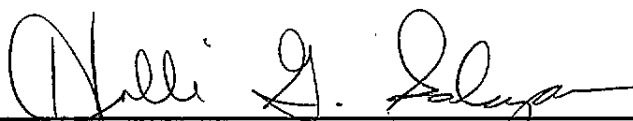
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

FILED  
59 OCT 20 PM 5:00  
SECRETARY OF STATE  
TREASURY

FILED

99 OCT 20 PM 5:00

SECRETARY OF STATE



**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.)

Holli G. Salazar, Secretary

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:

TH FLC Venice South 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, Florida 32301  
City/State/Zip

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OCT 20 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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. Dune

(Signature)

Authorized Representative

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

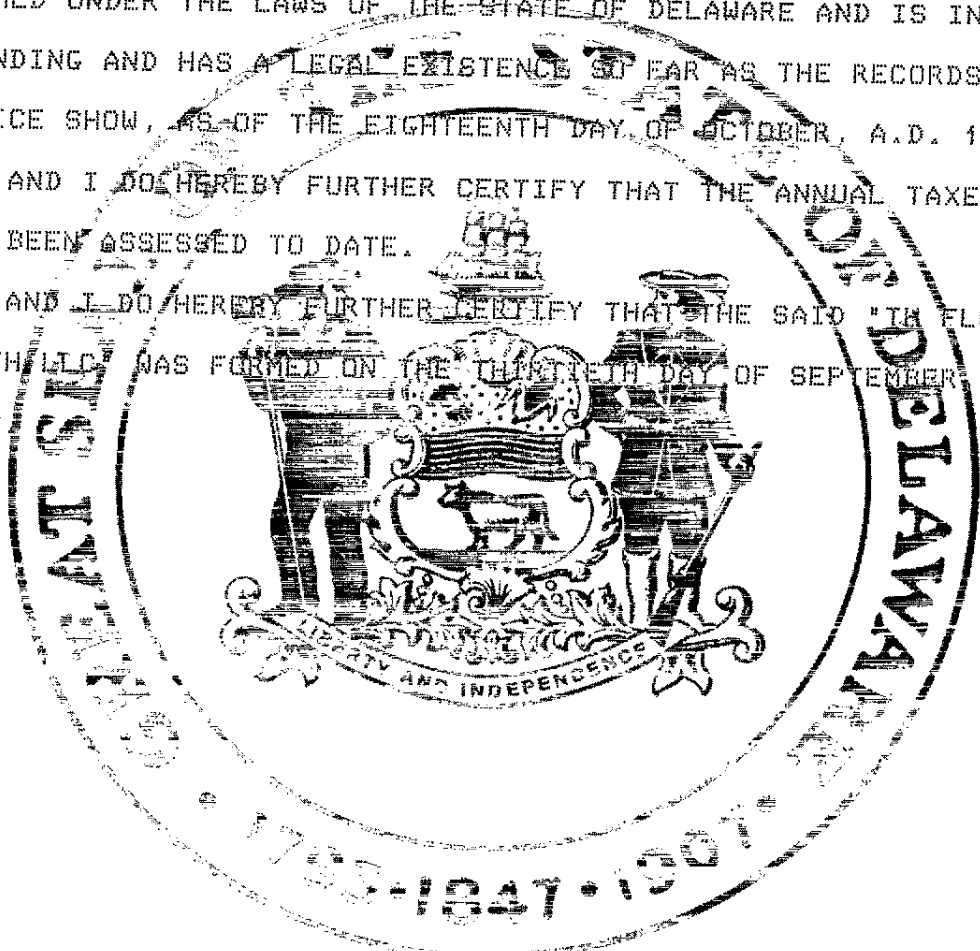
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TH FLC VENICE SOUTH 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TH FLC VENICE SOUTH LLC" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

3104959 8300

DATE:

0030166

991438663

10-18-99