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**F95000005996**

CT CORPORATION SYSTEM  
 Regulator's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, Fl, 32301 222-1092  
 City State Zip Phone

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CORPORATION(S) NAME

BREI/CGI Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. BREI/COL, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 13-386-2160  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 3, 1995 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 345 Park Avenue, 31st Floor, New York, NY 10154  
  
(Current mailing address)
8. To act as a general partner of a general partner of a limited partnership which owns a hotel in Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

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10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Corinne Bryan  
(Registered agent's signature) (Officer)

CORINNE BRYAN  
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman:         Peter G. Peterson        

Address:         345 Park Avenue, 31st Floor        

        New York, NY 10154        

Vice Chairman:                                         

Address:                                                 

Director:         Thomas J. Saylak        

Address:         345 Park Avenue, 31st Floor        

        New York, NY 10154        

Director:         Mark Galoogly        

Address:         345 Park Avenue, 31st Floor        

        New York, NY 10154        

B. OFFICERS

President:         Stephen A. Schwarzman        

Address:         345 Park Avenue, 31st Floor        

        New York, NY 10154        

Vice President:         Thomas J. Saylak        

Address:         345 Park Avenue, 31st Floor        

        New York, NY 10154        

Secretary:         Kenneth C. Whitney        

Address:         345 Park Avenue, 31st Floor        


        New York, NY 10154

Treasurer: Thomas J. Saylak

Address: 345 Park Avenue, 31st Floor

New York, NY 10154

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Saylak, Vice President  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREI/CGL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE 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:

7740628

DATE:

12-07-95