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C 'P' CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, Florida 32301
 City State Zip Phone
 904-222-1092
CORPORATION(S) NAME

400001815424
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 *****70.00 *****70.00

BREI / IBIS INC.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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/BIS 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 11, 1986 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 limited partnership which owns a golf and country club and master-planned residential development 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 CT Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
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


(Registered agent's signature) (Officer)

RICHARD BOROVAY ASST SECRETARY
(Type Name and Title of Officer)

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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 Galogly
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

Vice President: Steven E. Orbuch
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

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

13. *Steve DeBun*

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

14. STEVEN DEBUN 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/IBIS 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 THIRTIETH DAY OF APRIL A.D. 1996.

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:

DATE:

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04-30-96