

Filing Fee: \$100.00



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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

Casden Properties GP II Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is Casden Properties GP II Limited Partnership

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware and the date of its formation is 9/9, 19 98

THIRD: The general character of the business it proposes to transact in Rhode Island is Real estate investment/management

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 222 Jefferson Boulevard

Warwick, RI 02888

and the name of the agent resident in Rhode Island at that address is

National Corporate Research, Ltd.

FIFTH The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
9090 Wilshire Boulevard,
3rd Floor
Beverly Hills, CA 90211

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
Casden Properties QRS II Inc.	9090 Wilshire Boulevard 3rd Floor Beverly Hills, CA 90211

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 9090 Wilshire Boulevard
3rd Floor
Beverly Hills, CA 90211

NINTH: A mailing address for the foreign limited partnership
9090 Wilshire Boulevard, 3rd Floor
Beverly Hills, CA 90211

TENTH: A statement of the aggregate capital contributions of the limited partner (s) The amount of... capital contributions of the limited partners is \$99.00. The anticipated amount of the capital contributions of the limited partners that are allocated for purposes of transacting business in Rhode Island is \$99.00.

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated 10/29, 19 98.

Casden Properties GP II Limited Partnership
(Exact name of Limited Partnership making application)

By Henry C. Casden, President
General Partner (s)

State of California
County of Los Angeles } Sc.

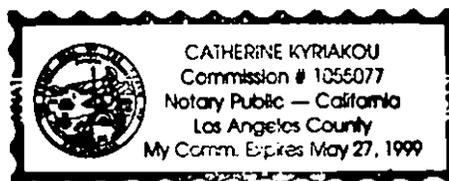
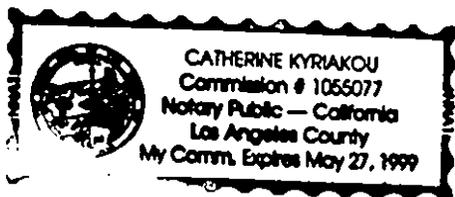
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By [Signature] 213336

At Beverly Hills in said county on this 29th
day of October, 19 98, personally appeared before me
Henry C. Casden
who, being by me first duly sworn, declared that he/she is a President of the General Partner of the Casden
Properties GP II Limited Partnership, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

Catherine Kyriakou
Notary Public



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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "CASDEN PROPERTIES GP II LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9378013

DATE: 10-28-98