



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

AHI SUN VALLEY INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **AHI SUN VALLEY INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **AHI SUN VALLEY INC.** to transact business in this State under the name **AHI SUN VALLEY INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 25, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SECRETARY OF STATE

1. The name of the corporation is AHI Sun Valley Inc.
2. The name which it shall use in Idaho is N/A
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 11, 1989 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware 19901
6. The address to which correspondence should be addressed, if different from that in item 5. AHI Sun Valley Inc., c/o James Quinn, 711 Fifth Avenue, 8th Floor, New York, New York 10022
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to purchase real estate
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Herbert A. Allen	President	711 Fifth Avenue, New York, NY 10022
Thomas F. Devine	Vice President	711 Fifth Avenue, New York, NY 10022
Steven J. Greenfield	Secretary	711 Fifth Avenue, New York, NY 10022
James W. Quinn	Asst. Secretary & Treasurer	711 Fifth Avenue, New York, NY 10022

(continued on reverse)

Name	Office	Address
Herbert A. Allen	Director	711 Fifth Avenue, New York, NY 10022
Thomas F. Devine	Director	711 Fifth Avenue, New York, NY 10022

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 23, 1989

AHI Sun Valley Inc.

(Corporation Name)

By

[Signature]
~~XXX President~~ Vice President (please specify)

and

[Signature]
~~XXX Secretary~~ Assistant Secretary (please specify)

STATE OF New York)
COUNTY OF New York) ss:

I, Lynn M. Boyle, a notary public, do hereby certify that on this 23rd day of January, 19 89, personally appeared before me Thomas F. Devine, who being by me first duly sworn, declared that (s)he is the Vice President of AHI Sun Valley Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

LYNN M. BOYLE
NOTARY PUBLIC, State of New York
No. 30-4820855
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 10/31/90

Lynn M. Boyle
Notary Public

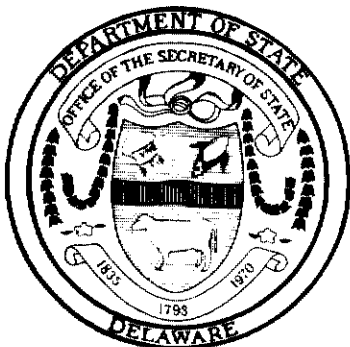
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AHI SUN VALLEY 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 DATE SHOWN BELOW.

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Michael Harkins
 Michael Harkins, Secretary of State
 AUTHENTICATION: |2033320

DATE: 01/20/1989