

2346048

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

FILED
in the office of the Secretary of State
of the State of California

JUN 05 2001

Bill Jones
BILL JONES, Secretary of State

CBRE Holding, Inc.

(Name of Corporation)

_____ a corporation organized and existing under the laws
of **Delaware**, makes the following statements and designation:
(State or Place of Incorporation)

8. The address of its principal executive office is _____

9. **909 Montgomery Street, Suite 400, San Francisco, CA 94133**

10. The address of its principal office in the State of California is _____

11. **909 Montgomery Street, Suite 400, San Francisco, CA 94133**

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete Either Item 3 or Item 4)

12. (Use this paragraph if the process **agent is a natural person.**)

_____ a natural person residing in the State of
California, whose complete address is _____

_____ is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

13. (Use this paragraph if the process **agent is a corporation.**)

CT Corporation System, a corporation organized and existing under the
laws of **Delaware**, is designated as agent upon whom process directed to this corporation may be
served within the State of California, in the manner provided by law.

NOTE: Corporate agents must have complied with Section 1505, California Corporations Code, prior to
designation.

14. It irrevocably consents to service of process directed to it upon the agent designated above, and to
service of process on the Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address given.

Christian Puscasiu
(Signature of Corporate Officer)

Christian Puscasiu, Vice President
(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CBRE HOLDING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF FEBRUARY, A.D. 2001, AT 12:40 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BLUM CB HOLDING CORP." TO "CBRE HOLDING, INC.", FILED THE TWENTY-SIXTH DAY OF MARCH, A.D. 2001, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3358676 8310

AUTHENTICATION: 1152701

010250008

DATE: 05-24-01

CBRE HR, Inc.
c/o CB Richard Ellis Services, Inc.
505 Montgomery Street, Suite 600
San Francisco, CA 94111

(415) 733-5502

wstafford@cbrichardellis.com

BY FACSIMILE

June 5, 2001

Re: CBRE Holding, Inc. Name Authorization

Andrea Vines
CT Corporation System
915 L Street, Suite 1440
Sacramento, CA 95814

To Whom It May Concern:

On behalf of CBRE HR, Inc., I hereby consent to and authorize the use of the name "CBRE Holding, Inc." by CBRE Holding, Inc., a Delaware corporation, to transact business in the State of California.

If you have any questions, please contact Jason Fiorillo of Simpson Thacher & Bartlett at (650) 251-5265. Thank you.

Best regards,

Walter Stafford
Director, Senior Vice President and
Secretary