

Division of Corporations

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FOREIGN LIMITED PARTNERSHIP

Westbrook Real Estate Partners, L.P.

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Westbrook Real Estate Partners, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. Delaware 4. October 8, 2003
(State of Formation) (Date of Formation)
5. CT Corporation System
(Name of Registered Agent for Service of Process)
6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
- Plantation Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
CT Corporation System
By: Carmie Brown
(Agent must sign on this line)
8. 1209 Orange St.
Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- Westbrook Realty Management, L.L.C. 262 South Beach Road, Hobe Sound, Florida 33455
- MO3-3730
10. c/o Westbrook Partners at 1370 Avenue of the Americas, Suite 2800, New York, NY
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 262 South Beach Road

Yolbe Sound, Florida 33455

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17th day of December, 2003
By Westbrook Realty Management, Its General Partner
by Infinity Funding Holdings, LLC by [Signature]
General Partner

STATE OF Massachusetts

COUNTY OF _____

On this 17th day of December, 2003

A.C. Greer, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Marie-Elena Withrow
(Notary's Printed Name)

Seal

My Commission Expires: January 9, 2009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Curtis Greer, as Secretary of the sole member of Westbrook Realty Management, L.L.C., on behalf of Westbrook Realty Management
a general partner of Westbrook Real Estate Partners, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 145,000,000.00, subject to completion.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of December, 2003.

By Westbrook Realty Management, L.L.C., as general partner; by Infinity Funding Holdings, L.L.C., its sole member; by:

A. Greer
Secretary

STATE OF Massachusetts
COUNTY OF Suffolk

On this 18th day of December, 2003

A.C. Greer, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Marie-Elena Withrow
(Notary Public Signature)

Marie-Elena Withrow
(Notary's Printed Name)

Seal My Commission Expires January 9, 2009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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