

B05600000095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

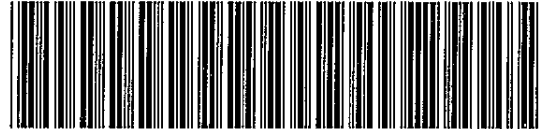
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 215107 4346135

AUTHORIZATION :

COST LIMIT : \$ 1785.00

FILED  
05 FEB 28 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 18, 2005

ORDER TIME : 10:34 AM

ORDER NO. : 215107-085

CUSTOMER NO: 4346135

CUSTOMER: Logan Slone  
Sullivan & Cromwell LLP  
125 Broad Street

New York, NY 10004

FOREIGN FILINGS

W2005 WYN HOTELS, L.P.  
NAME: ~~W2005 WYN HOTELS GENPAR,~~  
~~L.L.C.~~

File  
2nd

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. W2005 WYN Hotels, 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

(State of Formation)

4. February 10, 2005

(Date of Formation)

5. CT Corporation System

(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida 33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

CT Corporation System

By: Sohan Dindyal

Sohan Dindyal

Assistant Secretary

(Agent must sign on this line)

8. 85 Broad Street, New York, NY 10004

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

W2005 WYN Hotels GenPar, L.L.C., 85 Broad Street, New York, NY 10004

10. c/o Stacy Lyons, Goldman Sachs & Co., 1 New York Plaza, New York, NY 10004

(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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TALLAHASSEE, FLORIDA

12, 85 Broad Street, New York, NY 10004

(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 18<sup>th</sup> day of February, 2005.

General Partner

STATE OF

New York

COUNTY OF

New York

On this 18<sup>th</sup> day of February, 2005.

Alan S. Kane

, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

(Notary Public Signature)

(Notary's Printed Name)

LOGAN M. SLONE  
Notary Public, State of New York  
No. 01SL6116088  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires November, 1 2008

Seal

My Commission Expires: \_\_\_\_\_

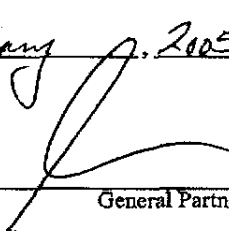
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Alan S. Kava, authorized representative of W2005 WYN Hotels GenPar, L.L.C.  
a general partner of W2005 WYN Hotels, 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 \$ 78,118,028.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,235,412.00

*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 18<sup>th</sup> day of February, 2005.

\*  
  
\_\_\_\_\_  
General Partner

STATE OF New York

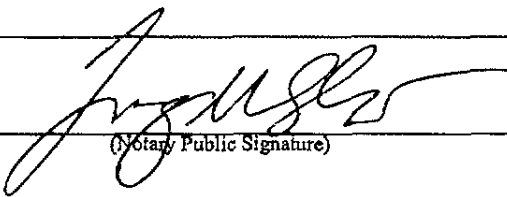
COUNTY OF New York

On this 18<sup>th</sup> day of February, 2005,

Alan S. Kava, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
\_\_\_\_\_  
(Notary Public Signature)  
\_\_\_\_\_  
(Notary's Printed Name)

LOGAN M. SLONE  
Notary Public, State of New York  
No. 015L6116088  
Qualified in New York County  
Certificate Filed in New York County  
Commission Expires November, 1 2008

Seal      My Commission Expires: \_\_\_\_\_