Prentice Hall Legal & Financial Services

ATT: Andrea (904) 222-7495

120 [illegible] SUITE [illegible]
TALLAHASSEE, FL 32[illegible]

P95000000085

CORPORATION(S) NAME — CHARTER NUMBER

THSP Associates Cimited Partnership III

000001432880
-03/17/95--01035--013
***1200.00 ***1200.00

FILED
SECRETARY of STATE
DIVISION OF CORPORATIONS
95 MAR 10 PM 2:31

_____ Amendment
_____ Annual Report
_____ Change of Registered Agent
_____ Dissolution/Withdrawal
_____ Domestication
_____ Fictitious Business Name
X Foreign - Profit
_____ Foreign - Non-Profit
X Limited Partnership
_____ Limited Liability
_____ Mtr. Veh. _____

C. TAX 1
FILING 175.00
R. AGENT FEE 52.50
C. COPY 87.50
TOTAL 315.00
N. BANK
BALANCE DUE
REFUND

_____ Merger
_____ Name Reservation
_____ Name Registration
_____ Non-Profit/Articles of Incorporation
_____ Other _____
_____ Profit/Articles of Incorporation
_____ Reinstatement
_____ Resignation of R.A., Off/Dir
_____ Trademark
_____ UCC/Filing 1 _____
_____ UCC/Filing 3 _____

000001432880
-03/17/95--01035--012
***637.50

Per Second

X Certified Copy _____
_____ Photocopy _____
_____ Corporate Print-Out
_____ Fictitious/Owner Search

_____ CUS
X Good Standing upon filing
_____ R.A., Off/Dir Search

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 3-10 12:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

FILED
DIVISION OF CORPORATIONS
95 MAR 10 PM 2:31

BRANCH ORDERING: MC BY: Theresa Festa
BRANCH RECEIVING: FL BY: Andrea
REF/JOB # 025-95-03926
CLIENT MATTER # _____
SAME DAY X 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: __/__/__ MAIL FAX _____ FED EX
FILED: __/__/__
SENT TO: BRANCH _____ CLIENT X
SPECIAL INSTRUCTIONS: _____

CHECK # 30456
ST./CTY/ FEES 315.00
CORR. FEE/ SPEC. HANDL. 87.50
MESSENGER
COPIES 000001432880
-03/17/95--01035--011
******8.75 ******8.75
FAX FEE
OTHER
TOTAL

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

Florida Department of State. Jim Smith, Secretary of State

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

1. THSP ASSOCIATES LIMITED PARTNERSHIP III
(Name of Limited Partnership; must contain the word "LIMITED" or "LTD.")

2. THSP ASSOCIATES LIMITED PARTNERSHIP III
(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. March 8, 1995
(Date of Formation)

FILED
95 MAR 10 PM 2:34
SECRETARY OF STATE
DIVISION OF CORPORATIONS

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address or Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

The Prentice-Hall Corporation System, Inc. By:
(Agent must sign on this line) 32 Loockerman Square, Suite L-100, Dover, DE 19901-7421

8. Marcia A. Hawver, Asst. Secy.
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office)

9.

NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
THSP III Corp.	169 Miracle Mile Coral Gables, Florida 33134

F95000001153

10. 169 Miracle Mile, Coral Gables, Florida 33134
(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 cancelled or withdrawn.

12. c/o Battle Fowler LLP, 75 East 55th Street, New York, New York 10022
(Mailing Address of Limited Partnership)

CR2E056 (8-87)

This 9th day of March, 19 95.

THSP III CORP., general partner

By: _____

General Partner

Evan M. Marks, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 10 PM 2:34

STATE OF NEW YORK

COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to before me this

9th day of March, 19 95, by Evan M. Marks, President of THSP III Corp.,
(Name of General Partner) general partner

of THSP ASSOCIATES LIMITED PARTNERSHIP III.
(Name of Limited Partnership)

A Delaware Limited Partnership, on behalf of the Limited Partnership.
(State or Country)

Karen Wilson

Notary Public

State of _____ at Large

My Commission Expires:

_____

(SEAL)

KAREN A. WILSON
Notary Public, State of New York
No. 31-4946714
Qualified in New York County
Commission Expires February 6, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Evan M. Marks, President of THSP III CORP., constituting all of the general partners of THSP ASSOCIATES LIMITED PARTNERSHIP III, a Delaware limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

(State)

1. The amount of capital contributions of the limited partner is $ 23,000,000.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is $ 23,000,000.

This 9th day of March, 19 95.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 10 PM 2:34

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

THSP III CORP., general partner

By: _____
Evan M. Marks, President

STATE OF NEW YORK

COUNTY OF NEW YORK

DATE March 9, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Evan M. Marks, President of THSP III CORP., General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as * General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of March, 19 95.

(SEAL)

KAREN A. WILSON
Notary Public, State of New York
No. 31-4946714
Qualified in New York County
Commission Expires February 6, 1997

Karen Wilson
Notary Public

State of _____ at Large

My Commission Expires:

_____

* President of THSP III CORP.

CR2E055 (2-87)

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN -2 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT # [redacted]

THSP Associates Limited Partnership III

DO NOT WRITE IN THIS SPACE

Mailing Address	Principal Office Address
c/o North Bay Group, Inc. 169 Miracle Mile, Ste 200 Coral Gables, FL 33134	c/o North Bay Group, Inc. 169 Miracle Mile, Ste. 200 Coral Gables, FL 33134

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

2. New Mailing Address, if Applicable
Suite, Apt. #, etc.
City, State & Zip
2a. New Principal Office Address, if Applicable
Suite, Apt. #, etc.
City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
3/10/95	~~3/10/95~~ N/A	~~IL~~ DE

5a. Capital Contributions as Shown on Record.	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	X	Applied For / Not Applicable	7. CERTIFICATE OF STATUS REQUIRED: [X]
23,000,000		65-0562558			[redacted]

8. FEES: 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $136.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $136.75) AND NO MORE THAN $570.25 ($437.50 + $136.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

The Prentice Hall Corporation System, Inc.
1201 Hays St.
Suite 105
Tallahassee, FL 32301

10. If changed, new Registered Agent/Office

Name: John A. Hinson
Street Address (P.O. Box Number is Not Acceptable): c/o North Bay Group, Inc.
Suite, Apt. #, etc.: 169 Miracle Mile, Suite 200
City: Coral Gables, FL Zip Code: 33134

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) John A. Hinson DATE 29Dec95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
THSP, III Corp.	169 Miracle Mile Ste. 200	Coral Gables, FL 33134	F95 00000 1153

500001687855
-01/12/96--01018--025
****576.25 ****576.25

CR2E003 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE John A. Hinson DATE 29 Dec 95

Typed or Printed Name of General Partner Signing Here: John A. Hinson, Secretary-Treasurer Telephone Number (305) 444-2300

52.50

Document Number Only

B95000000085

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

96 APR 15 PM 2:46 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

500001702445
04/15/96 01015--007
*****52.50 *****52.50

THSP Associates Limited Partnership III

96 APR 15 PM 2:46 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign
(X) Limited Partnership – Cancellation
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(■) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem

( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fic. Name
( ) CUS
( ) After 4:30
(■) Pick Up

96 APR 15 PM 2:50 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

PLEASE RETURN EXTRA COPIES
FILE STAMPED

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4:00
4-15-96
File 3 Rel

TAX
FILING 52.50
R. AGENT FEE
C. COPY
TOTAL 52.50
N. BASIS
BALANCE DUE
REFUND

Pat Melanie
Know the rest.
Will send over a check.
Thanks.
222-1092

CR2E031 (1-89)

CERTIFICATE OF CANCELLATION OF REGISTRATION OF

FOREIGN LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 15 PM 2:50

Pursuant to the provisions of Section 620.174 of the Florida Uniform Limited Partnership Act, the following Certificate of Cancellation of Foreign Limited Partnership is submitted for filing.

ARTICLE 1. The name of the limited partnership is THSP Associates Limited Partnership III.

ARTICLE 2. If different than above, the name of the limited partnership under which its Certificate of Authority was issued in Florida is n/a.

ARTICLE 3. The limited partnership's Certificate of Authority to conduct business in Florida was issued on 3/10/95.

ARTICLE 4. The effective date of cancellation, if different than the date of the filing of this Certificate with the Secretary of State, is n/a.

ARTICLE 5. The authority of the Secretary of State to accept service of process for the limited partnership with respect to causes of action arising out of the transaction of business in the State of Florida survives the filing of this Certificate and remains in effect.

ARTICLE 6. The address in the jurisdiction of organization of the limited partnership to which the Secretary of State can forward service of process is The Prentice-Hall Corporation System, Inc. 1013 Centre Road, in the City of Wilmington, in the County of New Castle, Delaware.

THSP Associates Limited Partnership III

By: THSP III Corp.
(Signature of General Partner)

By: _____
Evan M. Marks,
Vice President

(FLA. - LP 3005 - 7/1[illegible]93)

State of New York

County of New York

Subscribed and sworn or affirmed before me this 22nd day of March, 1996, by Evan M. Marks a general partner of _____, a foreign limited partnership.

Notary Public

[illegible]
NOTARY PUBLIC, State of New York
No. [illegible]
Qualified in New York County
Commission Expires March 2, 1998

(NOTARIAL SEAL)

My commission expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 15 PM 2:50

(FLA. - LP 3005 - 7/14/93)

B95000000085

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Athena Westbrooke Investors, L.P. EIN or SS#: 13-3803644

c/o The Athena Group, L.L.C.

Address: 712 Fifth Ave., 8th Fl.

New York, NY 10019

RECEIVED
96 MAY 28 PM 2:56
DIVISION OF CORPORATIONS

Amount: 376.25 Date Paid _____

Reason for claim: Refund due to an over payment of filing fees.

Athena Westbrooke Investors, L.P./Charter #B95000000085

Kenny Manning/Registration

Certified true and correct this 28th *day of* May, *19* 96.

Signature Martin Dean

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund $ 367.25.

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 01056 001 *dated* 05/15/96.

Name of Account _____

4520213000145300000000010000

Statutory Authority for Collection 607.0182

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____

4520213000145300000022002000

Certified true and correct this _____ *day of* _____, *19* ____.

Department of State, Division of Corporations _____
(Agency) (Authorized Signature and Title)

CR2E060(6/95)

APPLICATION FOR REINSTATEMENT FOR LIMITED PARTNERSHIP

B95000000035

FILED
96 MAY -3 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # B95000000035

1. Name of Limited Partnership

ATHENA WESTBROOKE INVESTORS, L.P.

DO NOT WRITE IN THIS SPACE

2. Mailing Address: 712 FIFTH AVE. - 8th FL, NEW YORK, NY 10019 USA

3. Principal Office Address: ~~c/o PRENTICE-HALL 32 LOOCKERMAN, DOVER, DE~~

4. Date Formed or Registered to Do Business in Florida: 2/2/95

5. FEI Number: 13-3803644 — Applied For / Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☒ — $8.75 Additional Fee required for a Certificate of Status

7. State or Country of Formation: DE

8a. Capital Contributed: 2,500,000

8b. Amount of Capital Contributions in FLORIDA to date: — 0 —

FEES: 1) Filing Fee(s): Computed at a rate of $7 per $1,000 on amount entered in 8b, with a minimum filing fee of $52.50 and a maximum of $437.50 for each year due this office.
2) Supplemental Fee(s): $138.75 for each year due this office, beginning with 1992 calendar year.
3) Penalty Fee(s): $500 penalty fee for each year report form is delinquent.
Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent

PRENTICE-HALL CORP. SYSTEM
1201 HAYS ST. STE 105
TALLAHASSEE, FL 32301

10. If changed, new registered agent/office:
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620.1065 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment as registered agent and agree to and accept the obligations of section 620.105, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partners	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
ATHENA WESTBROOKE CORP.	595 MADISON AVE.	NEW YORK, NY 10022	F95000000569

500001822546
-05/15/96--01056--001
***1076.25 ***1076.25

376.25 over payment

REINSTATEMENT 96 km

CWS

CR2E039 (4/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, its receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE [signature] DATE 4-26-96

Typed or Printed Name of General Partner Signing Form: METIN NEGRIN Telephone Number: 212 459 0200