

B96000000078



June 23, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: W.L. Realty, L.P.

Dear Secretary of State:


Enclosed please find the following documents:

- One original and two copies of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
- A check in the amount of \$96.25 to cover the \$52.50 filing fee, \$35.00 to cover the registered agent fee and \$8.75 to obtain a certificate of good standing.
- Affidavit of Capital Contributions

Please file the above at your earliest convenience and return the evidence of filing along with the certificate of status to me using the federal express label enclosed.

If you have any questions, please contact me at (617) 330-8600.
Thank you in advance for your assistance.

Sincerely,


Amy R. Johnson
Paralegal

~~4189, 417, 671~~

ARJ/me

~~4500013447~~



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TALLAHASSEE
JUN 28 1995

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 3, 1995

AMY R. JOHNSON, PARALEGAL
FIRST WINTHROP CORPORATION
ONE INTERNATIONAL PLACE
BOSTON, MA 02110

SUBJECT: W.L. REALTY, LIMITED PARTNERSHIP
Ref. Number: W95000013447

We have received your document for W.L. REALTY, LIMITED PARTNERSHIP and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 895A00032391

*Sending in
document -
2/21/96*



February 21, 1996

VIA FEDERAL EXPRESS

Ms. Ava Watson c/o
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: W.L. Realty, L.P. et als

Dear Ms. Watson:

Pursuant to our telephone conversation on February 21, 1996,
enclosed for filing for W.L. Realty L.P. please find:

- One original and two copies of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for W.L. Realty, L.P.
- Affidavit of Capital Contributions

You have previously received from us a check in the amount of \$96.25 to cover the \$52.50 filing fee, \$35.00 for the registered agent fee and \$8.75 to obtain a certificate of good standing. A letter referencing this is attached. W.L. Realty is in the chain of general partners for the above entities and, therefore, has not previously been filed.

After filing the above documents, (W.L. Realty, L.P. is in the general partnership chain for each of the below entities) please arrange for the filing of the annual reports for the following entities

One Hamilton Associates, LTD.
Winthrop Leverage Lease Properties
Four Naples Park Limited Partnership
One Glenwood Associates, LTD.
Winthrop Financial Associates, A Limited Partnership
*Linnaeus Associates Limited Partnership
*Linnaeus Hamilton Realty Limited Partnership
*Linnaeus Hampshire Realty Limited Partnership



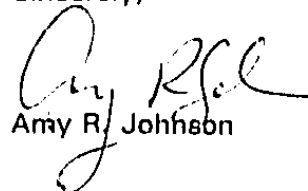
February 21, 1996
Ms. Ava Watson
Pago 2

*Linnaeus Loxington Associates Limited Partnership
*Linnaeus Washington Realty Limited Partnership

* For each of those last five partnerships, an amendment changing the general partner is also attached, together with the corresponding fee. Please return a date stamped copy of each of those filings to me in the enclosed federal express envelope.

If you have any questions, please contact me at (617) 428-4184.
Thank you in advance for your assistance.

Sincerely,


Amy R. Johnson

ARJ/mo

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. W.L. Realty, L.P. B96000000078
(Name of limited partnership as it is in the home state)
2. W.L. Realty, Limited Partnership
(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. December 22, 1994
(State of Formation) (Date of Formation)
5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street, Suite 105
(Street Address of 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: [Signature]
(Agent must sign on this line)
8. _____
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|------------------------------------|------------------------------------|
| <u>Londonderry Acquisition, II</u> | <u>38th Floor</u> |
| <u>Limited Partnership</u> | <u>1301 Avenue of the Americas</u> |
| | <u>New York, NY 10019</u> |
10. c/o Winthrop Financial Associates, One International Place, Boston, MA 02110
(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.

CONTINUED

12. c/o Winthrop Financial Associates, A Limited Partnership
One International Place
Boston, MA 02110

(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.

This day of Feb, 1997

BY: Londonderry Acquisition, II Limited Partnership
its General Partner

STATE OF New York

by: LDY-GP Partners II, L.P.,
its general partner

COUNTY OF New York

by: Londonderry Acquisition Corp. II, Inc.
its general partner

On this 20th day of February, 19

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise Joubert
(Notary Public Signature)

DENISE JOUBERT
(Notary's Printed Name)

Seal

My Commission Expires: January 23, 1997

DENISE JOUBERT
Notary Public, State of New York
No. 01J05038419
Qualified in New York County
Commission Expires January 23, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Ronald J Kravitz of Londonberry Acquisition Corp II, Inc.,
a limited partner of W.L. Realty Limited Partnership, 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 \$ 1000.
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.

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.

This 20th day of Feb, 19 96.

Ronald J Kravitz
General Partner
of LDY-GP Partners II, LP,
General Partner of
Londonberry Acquisition II
Limited Partnership

STATE OF New York

COUNTY OF New York

On this 20th day of February, 19 96, Ronald Kravitz

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise Joubert
(Notary Public Signature)

Denise Joubert
(Notary's Printed Name)

Seal

My Commission Expires: January 23, 1997

DENISE JOUBERT
Notary Public, State of New York
No. 01J05038419
Qualified in New York County
Commission Expires January 23, 1997