



THE UNITED STATES  
CORPORATION  
COMPANY

B98000000021

ACCOUNT NO. : 072100000032

REFERENCE : 660365 163137A

AUTHORIZATION :

COST LIMIT :

\$ 1785.00

Patricia Pizutto

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 12 PM 3:09

ORDER DATE : January 7, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 660365-010

CUSTOMER NO: 163137A

CUSTOMER: Asst Vice Pres Rhonda Matty  
Credit Suisse First Boston  
11 Madison Avenue  
7th Floor  
New York, NY 10010-3629

800002397098-3

FOREIGN FILINGS

NAME: WATERMANS CROSSINGS  
ASSOCIATES, L.P.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

(4)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 12 PM 3:10

hpc 1/12/98

RECEIVED  
98 JAN 12 PM 1:19  
DIVISION OF CORPORATION

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

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 12 PM 3:10

1. Watermans Crossing Associates, 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. January 2, 1998  
(State of Formation) (Date of Formation)
5. Corporation Service Company  
(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.  
Corporation Service Company  
By: Vicki Scherba Asst. V.P.  
(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>Praedium II Watermans Crossing LLC</u> | <u>11 Madison Avenue</u>  |
|                                           | <u>New York, NY 10010</u> |

M9800000026
10. 11 Madison Avenue, New York, NY 10010  
(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. 11 Madison Avenue, New York, NY 10010

(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 5th, January, 19 98

Rhonda G. Matty

General Partner  
Rhonda G. Matty, Assistant Secretary of Praedium Partners LLC  
and Praedium Advisors, Inc., the General Partners of Praedium  
Opportunity Fund II, L.P., managing member of Praedium # Watkman's  
Crossing LLC the General Partner of Watkman's Crossing  
Associates, L.P.

STATE OF New York

COUNTY OF New York

On this 5th day of January, 19 98, Rhonda G. Matty

personally appeared before me,

☒ who is personally known to me

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

SUSAN C WAHLBERG

(Notary Public Signature)

Susan Wahlberg

(Notary Public Signature)

Seal

My Commission expires: 1999

SUSAN C WAHLBERG  
Notary Public, State of New York  
No. 01WA5088682  
Qualified in Kings County  
Filed in New York County  
Commission Expires October 20, 1999

FILED  
DIVISION OF CORPORATIONS  
JAN 12 PM 3:10

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

*BEFORE ME the undersigned personally appeared* Lori M. Russo, Assistant Secretary of  
Praedium Partners LLC and Praedium Advisors, Inc., the General Partners of Praedium  
Opportunity Fund II, L.P. the managing member of Praedium II Watermans Crossing  
*a general partner of* Watermans Crossing Associates, L.P. Delaware *limited partnership,*  
*hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is \$ 1.92 million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.92 million.

*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 5th day of January, 19 98.

*Rhonda G. Matthy*

**General Partner**

Rhonda G. Matthy, Assistant Secretary of Praedium Partners LLC and Praedium Advisors, Inc., the General Partners of Praedium Opportunity Fund II, L.P. the managing member of Praedium II Watermans Crossing LLC.

STATE OF New York

COUNTY OF New York

On this 5th day of January, 19 98, Rhonda G. Matthy

personally appeared before me,



who is personally known to me



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

SUSAN C. WAHLBERG

(Notary Public Signature)

Susan C. Wahlberg

(Notary's Printed Name)

Seal

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

**SUSAN C. WAHLBERG**  
Notary Public, State of New York  
No. 01WA508682  
Qualified in Kings County  
Filed in New York County  
Commission Expires October 20, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 12 PM 3:10