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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

W9/PHC Red Estate Limited Partnership

100002449371--9
-03/06/98--01071--003
***1846.25 ***1846.25

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Thanks,
Jeff

Florida Department of State, Jim Smith, Secretary of State

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

1. W9/PHC Real Estate Limited Partnership
(Name of limited partnership as it is in the home state;

2. Same as above.
(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. 10/28/97
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)

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7. Acceptance by the Registered Agent for Service of Process.
Connie Bryan **CONNIE BRYAN**
(Agent must sign on this line) **SPECIAL ASSISTANT SECRETARY**

c/o W9/PHC Gen-Par, Inc.
8. 100 Crescent Court, #1000, Dallas, Texas 75201
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS	
	(Principal)	(Mailing)
W9/PHC Gen-Par, Inc. <i>F98-1289</i>	100 Crescent Court Suite 1000 Dallas, Texas 75201	85 Broad St., 19th Fl. Real Estate Dept. New York, New York 10004

c/o W9/PHC Gen-Par, Inc.
10. 85 Broad Street, 19th Floor, Real Estate Dept., New York, New York 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

c/o W9/PHC Gen-Par, Inc.
12. 85 Broad Street, 19th Floor, Real Estate Dept., New York, New York 10004
(Mailing Address of Limited Partnership)

This 4th day of March, 19 98.

W9/PHC Gen-Par, Inc.

By: [Signature]
General Partner Stuart M. Rothenberg, VP

STATE OF New York
COUNTY OF New York

THE FOREGOING instrument was acknowledged and sworn to before me this fourth day of March, 19 98, by Stuart M. Rothenberg (Name of General Partner) of W9/PHC Gen-Par, Inc.

W9/PHC Real Estate Limited Partnership

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

Edward G. Ware IV

Notary Public

State of _____ at Large

(SEAL)

My Commission Expires:

EDWARD G. WARE IV
Notary Public, State of New York
No. 31-5047901
Qualified in New York County
Commission Expires Aug. 14, 1999

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DIVISION OF COMMERCIAL CLERK

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Stuart M. Rothenberg, VP of W9/PHC Gen-Par, Inc., a general partner of W9/PHC Real Estate Limited Partnership(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 \$18,600,000.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$5,000,000.00.

This 4th day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

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

General Partner
W9/PHC Gen-Par, Inc.

By: [Signature]

Stuart M. Rothenberg, VP

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STATE OF New York
COUNTY OF New York
DATE March 4, 1998

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 Stuart M. Rothenberg VP of (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this fourth day of March, 1998.

Edward G. Ware IV

Notary Public

Seal

State of _____ at Large
My Commission Expires: _____

EDWARD G. WARE IV
Notary Public, State of New York
No. 31-5047901
Qualified in New York County
Commission Expires Aug. 14, 1999