

STOEL RIVES LLP

B98000000/94

A T T N : R I V E S
STANDARD INSURANCE CENTER
100 SW 15TH AVENUE SUITE 2300
PORTLAND OREGON 97204-1111
Phone (503) 224-3380 Fax (503) 220-2480
TDD (503) 221-1045
Internet: www.stoel.com

February 20, 1998

SCOTT H. BROWN
Direct Dial
(503) 294-9229
email shbrown@stoel.com

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002440575--0
-02/25/98--01068--002
***1785.00 ***1785.00

Re: Application By Foreign Limited Partnership

Dear Sir or Madam:

Enclosed please find Wilshire Real Estate Partnership L.P.'s Application By Foreign Limited Partnership for Authorization To Transact Business In Florida. Please process this application and return the copy to me. Thank You.

Sincerely,

Scott H. Brown
Scott H. Brown
Project Assistant

Scott Brown GAVE

AUTHORIZATION BY PHONE TO

CORRECT #9 + name of gp throughout

DATE 3/20/98

DOC. EXAM. let

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 28 PM 1:20

B98-1974

| | |
|-----------------|----------------|
| Name | <u>AL 3-24</u> |
| Availability | <u>AL</u> |
| Document | <u>AL</u> |
| Examiner | <u>AL</u> |
| Updater | <u>AL</u> |
| Updater | <u>AL</u> |
| Verifier | <u>AL</u> |
| Acknowledgement | <u>AL</u> |
| W. P. Verifier | <u>AL</u> |



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1998

SCOTT H. BROWN
STOEL RIVES LLP
900 SW FIFTH AVENUE, SUITE 2300
PORTLAND, FL 97204-1268

SUBJECT: WILSHIRE REAL ESTATE PARTNERSHIP, L.P.
Ref. Number: W98000004802

We have received your document for WILSHIRE REAL ESTATE PARTNERSHIP, L.P. and your check(s) totaling \$1785.00. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership 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 (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 998A00011931

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 1:20

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

1. Wilshire Real Estate Partnership 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. 10/28/97
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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


(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, Delaware 19805
(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>Wilshire Real Estate</u> | <u>1776 SW Madison Street</u> |
| <u>Investment Trust Inc.</u> | <u>Portland, OR 97205</u> |

798-1659

10. 1776 SW Madison St., Portland, OR 97205
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 1:20

12. 1776 SW Madison St., Portland, OR 97205

(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 18 day of February Investment Trust 1998

Wilshire Real Estate General Inc., its General Partner

By: _____

Name: Andrew Wiederhorn

STATE OF OR Title: Chairman and Chief Executive Officer

COUNTY OF Multnomah

On this 18 day of February, 19 98

Andrew Wiederhorn personally appeared before me,

☒ who is personally known to me

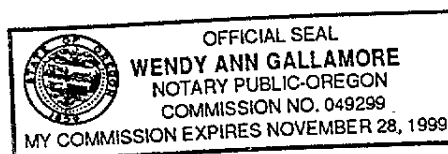
☐ whose identity I proved on the basis of _____

Wendy Ann Gallamore
(Notary Public Signature)

Wendy Ann Gallamore
(Notary's Printed Name)

Seal

My Commission Expires: 11-28-99



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 1:20

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Chairman and Chief

Andrew Wiederhorn, Executive Officer of

Wilshire Real Estate, ~~General Inc.~~ Investment Trust

BEFORE ME the undersigned personally appeared Wilshire Real Estate, General Inc.
a general partner of Wilshire Real Estate Partnership 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 \$ expected to be \$300,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$634,000.

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 18 day of February, 19 98

Investment Trust
Wilshire Real Estate ~~General Inc.~~

By: _____

General Partner

Name: Andrew Wiederhorn

Title: Chairman and Chief Executive Officer

STATE OF Oregon

COUNTY OF Multnomah

On this 18 day of February, 19 98

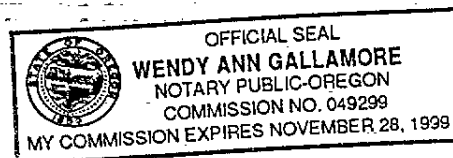
Andrew Wiederhorn, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Wendy Ann Gallamore
(Notary Public Signature)

Wendy Ann Gallamore
(Notary's Printed Name)



Seal

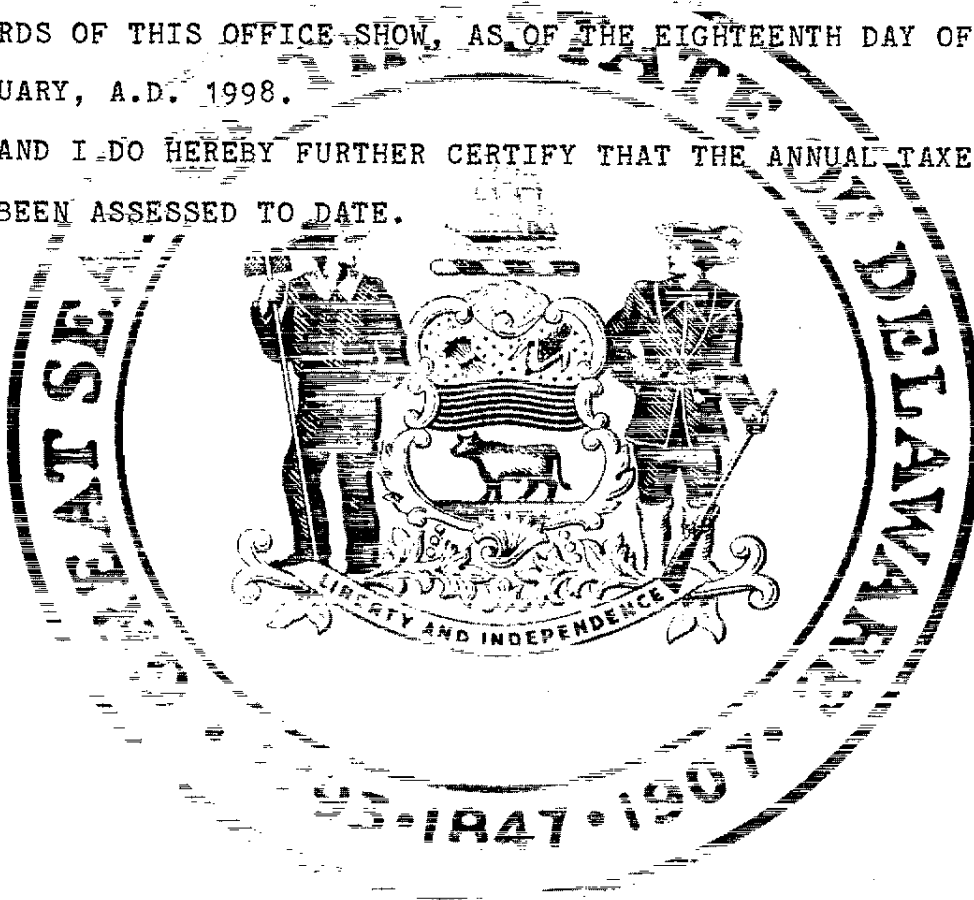
My Commission Expires: 11.28.99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 1:20

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILSHIRE REAL ESTATE PARTNERSHIP L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2810835 8300

981063163

AUTHENTICATION:

8926620

DATE:

02-18-98