

P 08 0000000031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

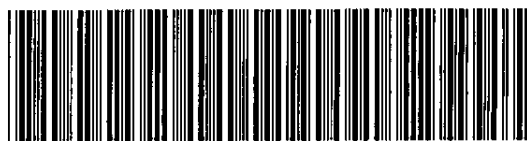
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600136649526

RECEIVED  
08 OCT - 9 AM 10:44  
TALAHASSEE, FLORIDA

FILED  
2008 OCT - 9 PM 4:15  
TALAHASSEE, FLORIDA

T. Burch OCT 01 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 749391 7578386

AUTHORIZATION :

COST LIMIT : \$ 350

*[Handwritten signature]*

ORDER DATE : October 7, 2008

ORDER TIME : 9:40 AM

ORDER NO. : 749391-005

CUSTOMER NO: 7578386

FOREIGN FILINGS

NAME: LEX GP-1 TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: \_\_\_\_\_

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

LEX GP-1 TRUST

**A DELAWARE TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of LEX GP-1 TRUST, a

(Name of Trust)

DELAWARE Trust hereby affirms in order to file or qualify

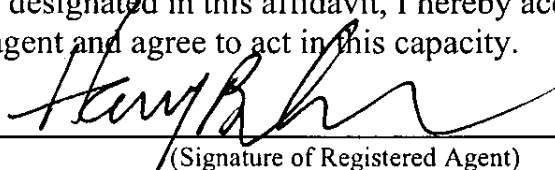
(State)

LEX GP-1 TRUST, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is One Penn Plaza, Suite 4015, New York, NY  
10119-4015
3. The registered agent and street address in the State of Florida are:  
Corporation Service Company; 1201 Hays Street, Tallahassee, FL 32301

4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.



**Harry B. Davis  
Asst. Vice President**

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.

See attached signature page

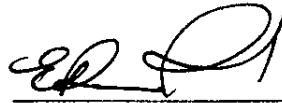
Name:

NOTARY

Chairman of the Board of Trustees

**Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)**

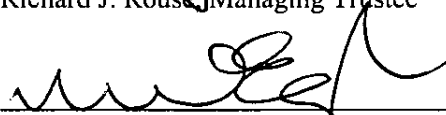
Signature Page to Affidavit to the Florida Secretary of State to File or Qualify



E. Robert Roskind, Managing Trustee



Richard J. Rouse, Managing Trustee



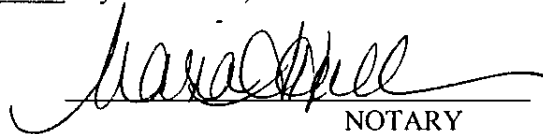
T. Wilson Eglin, Managing Trustee

State of New York )

SS

County of New York )

Sworn to before this 7th day of October, 2008.



NOTARY

MARIA A. HALL  
Notary Public, State of New York  
No. 01HA6175701  
Qualified in New York County  
Commission Expires Oct. 15, 2011

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "LEX GP-1, INC." TO A DELAWARE STATUTORY TRUST, CHANGING ITS NAME FROM "LEX GP-1, INC." TO "LEX GP-1 TRUST", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

2344678 8100V

081017810

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6897020

DATE: 10-07-08

**CERTIFICATE OF CONVERSION TO BUSINESS TRUST  
OF  
LEX GP-1, INC.  
TO  
LEX GP-1 TRUST**


This Certificate of Conversion to Business Trust, dated as of August 15, 2002, is being duly executed and filed by Lex GP-1, Inc., a Delaware corporation (the "Company"), and by all of the trustees of Lex GP-1 Trust, to convert the Company to a Delaware business trust, under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

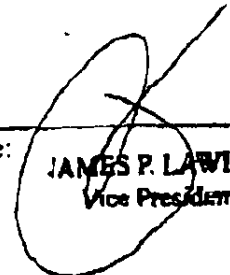
1. The Company's name when it was originally incorporated and immediately prior to the filing of this Certificate of Conversion to Business Trust was Lex GP-1, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on July 21, 1993, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Business Trust.
3. The name of the Delaware business trust into which the Company shall be converted as set forth in its certificate of trust is Lex GP-1 Trust.
4. The conversion of the Company to a Delaware business trust has been approved in accordance with the provisions of Section 228 and Section 266 of the GCL.
5. The conversion of the Company to a Delaware business trust shall be effective upon the filing of this Certificate of Conversion to Business Trust and a certificate of trust with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Business Trust as of the date first-above written.

LEX GP-1, INC.

WILMINGTON TRUST COMPANY, not  
in its individual capacity, but solely as  
trustee

By:   
Name: Patrick Carroll  
Title: Vice President

By:   
Name: JAMES P. LAWLER  
Title: Vice President

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/15/2002  
020520122 - 2344678

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF TRUST OF "LEX GP-1 TRUST" FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



2344678 8100V

081017810

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6897020

DATE: 10-07-08

**CERTIFICATE OF TRUST  
OF  
LEX GP-1 TRUST**

THIS Certificate of Trust of Lex GP-1 Trust (the "Trust"), dated as of August 15, 2002, is being duly executed and filed on behalf of the Trust by the undersigned, as trustee, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 *et seq.*) (the "Act").

1. Name. The name of the business trust formed by this Certificate of Trust is Lex GP-1 Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19080, Attention: Corporate Trust Administration.
3. Effective Date. This Certificate of Trust shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Trust in accordance with Section 3811(a)(1) of the Act.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, but  
solely as trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**JAMES P. LAWLER**  
Vice President

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/15/2002  
020520122 - 2344678