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FOREIGN PROFIT/NONPROFIT CORPORATION

APF WO Manager 16, Inc.

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August 4, 2006

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C T CORPORATION

SUBJECT: APF WO MANAGER 16, INC.
REF: W06000034094

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August 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION

SUBJECT: APF WO MANAGER 16, INC.
REF: W06000034094

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1505, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. APF WO Manager 16, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FBI number, if applicable)

4. 7/31/2006

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 245 Park Avenue, 2nd Floor, New York, New York 10167

(Principal office address)

PO Box 5005, New York, New York 10163

(Current mailing address)

8. HOLD INTEREST IN LIMITED PARTNERSHIP

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NDT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By [Signature]

(Registered agent's signature)

Melissa Fox
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Please see Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Cyndi Quiñero, Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

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OFFICER AND DIRECTOR LIST
FOR
APF WO MANAGER 16, INC.

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Alfred W. Dort	245 Park Avenue 2nd Floor, New York, NY 10167
David J. Gilbert	245 Park Avenue 2nd Floor, New York, NY 10167
Steven M. Greenspan	245 Park Avenue 2nd Floor, New York, NY 10167
Steven J. Mastrovich	245 Park Avenue 2nd Floor, New York, NY 10167
Michael F. O'Brien	245 Park Avenue 2nd Floor, New York, NY 10167
George L. Ochs	245 Park Avenue 2nd Floor, New York, NY 10167

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President and Treasurer	David J. Gilbert	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Secretary	Klayre L. Ingerton	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Kimberly A. Adams	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Jean Anderson	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Tara A. Andrews	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Joseph K. Azelby	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Douglas Bath	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Lola Bellini	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Blake R. Berg	245 Park Avenue 2nd Floor, New York, NY 10167

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Barbara J. Bernard	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	M. Douglas Bisset	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Mark J. Bonapace	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Allina Boohoff	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Nathaniel T. Booker	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Vicki L. Botel	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Nancy E. Brown	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Mary Ann Cate	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Matthew C. Carbone	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Edwin Chin	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Peter A. Cocozza	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Ann E. Cole	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Wayne A. Comer	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Sheryl M. Crosland	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Robert D. Curran	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Amy C. Cummings	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Nathaniel R. Daly	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Joseph B. Dobronyi	245 Park Avenue 2nd Floor, New York, NY 10167

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Secretary and Treasurer	Alfred W. Dort	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Joanne Douvas	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Michael J. Duignan	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Dave Esrig	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Bernard J. Fahey	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Kevin J. Faxon	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Lawrence J. Fuchs	245 Park Avenue 2nd Floor, New York, NY 10167
Chief Investment Officer	Benjamin G. Gifford	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	S. Michael Giliberto, Jr.	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Michael Girimonti	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Erik L. Grabowski	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Christopher W. Graham	1999 Avenue of the Stars, Los Angeles, CA 90067-6022
Vice President and Assistant Secretary	Steven M. Greenspan	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Donvan H. Harfal	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Anne R. Hoagland	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Thomas B. Hwang	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Lewis Jones	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Eric W. Johnson	1999 Avenue of the Stars, Los Angeles, CA 90067-6022

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	James F. Kennedy	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Ellen O. Kerr	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Dennis Keyes	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Leslie Kormann	1999 Avenue of the Stars, Los Angeles, CA 90067-6022
Vice President and Assistant Secretary	Justin D. Krebs	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Douglas P. Lawrence	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Scott M. MacDonald	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Steven J. Mastrovich	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Thomas S. Monaghan	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Hester Muis	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Justin M. Murphy	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Stephan T. Murphy	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Julie Negron	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Peter J. Nicoletti	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Brian Nottage	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	George L. Ochs	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Michael F. O'Brien	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Lawrence M. Ostow	245 Park Avenue 2nd Floor, New York, NY 10167

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Anne S. Pfeiffer	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Elizabeth T. Propp	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Cyndi Quintero	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Donald J. Rederscheid, Jr.	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Dianna A. Russo	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Nicole Saldutti	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Douglas A. Schwartz	1999 Avenue of the Stars, Los Angeles, CA 90067-6022
Vice President and Assistant Secretary	David C. Sears	1999 Avenue of the Stars, Los Angeles, CA 90067-6022
Vice President and Assistant Secretary	Frederick N. Sheppard	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Uday P. Shah	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Jose D. Sifton	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Michael C. Solimene	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Hilary J. Spann	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Saul Sternschein	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Kevin J. Tatro	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Craig A. Theirl	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Jonathan C. Varni	560 Mission Street, 13th Floor, San Francisco, CA 94105-2907
Vice President and Assistant Secretary	Daniel J. Volpano	245 Park Avenue 2nd Floor, New York, NY 10167

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Yetta Y. Tropper	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	James M. Walsh	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Karen M. Wilbrecht	1999 Avenue of the Stars, Los Angeles, CA 90067-6022
Vice President and Assistant Secretary	Michael J. Winter	245 Park Avenue 2nd Floor, New York, NY 10167
Vice President and Assistant Secretary	Temra Wollman	245 Park Avenue 2nd Floor, New York, NY 10167

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APF WO MANAGER 16, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2006.

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



4194880 8300

060714605

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4937531

DATE: 07-28-06