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NO. 7 of 1

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6382

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Cindy Harris 6/2931*

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**RECAP STRAND INVESTORS GP, INC.**

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

**1. RECAP Strand Investors GP, 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. 26-1458099**

(FEI number, if applicable)

**4. 11/26/07**

(Date of incorporation)

**5. perpetual**

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

**6. n/a**

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

**7. c/o Real Estate Capital Partners, 114 West 47th Street, 23rd Floor, New York, NY 10036**

(Principal office address)

**114 West 47th Street, 23rd Floor, New York, NY 10036**

(Current mailing address)

**8. General Partner of a Limited Partnership that will own Real Estate in Florida**

(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 NOT acceptable)**

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

**Tallahassee**

(City)

**Florida 32301**

(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.*

**Corporation Service Company**

By: *Cynthia L. Harris*

(Registered agent's signature)

**Cynthia L. Harris**

**Ast. Vice President**

**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.**

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 TALLAHASSEE, FLORIDA

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

## A. DIRECTORS

Chairman: Karin B. ShewerAddress: c/o Real Estate Capital Partners114 West 47th Street, 23rd Floor, New York, NY 10036Vice Chairman: Paul J. DoocyAddress: c/o Real Estate Capital Partners114 West 47th Street, 23rd Floor, New York, NY 10036Director: Robert J. McGeeAddress: c/o Real Estate Capital Partners114 West 47th Street, 23rd Floor, New York, NY 10036

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

President: Karin E. ShewerAddress: c/o Real Estate Capital Partners114 West 47th Street, 23rd Floor, New York, NY 10036Vice President: Paul J. DoocyAddress: c/o Real Estate Capital Partners114 West 47th Street, 23rd Floor, New York, NY 10036Secretary: Robert J. McGeeAddress: 114 West 47th Street, 23rd Floor, New York, NY 10036Treasurer: Robert J. McGeeAddress: 114 West 47th Street, 23rd Floor, New York, NY 10036

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

13. Karin E. Shewer

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

14. President

(Typed or printed name and capacity of person signing application)

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NEW YORK

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECAP STRAND INVESTORS GP, 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 TENTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RECAP STRAND INVESTORS GP, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2007.

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

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97 DEC 10 PM 1:00  
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TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6221867

DATE: 12-10-07