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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

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

FOREIGN PROFIT/NONPROFIT CORPORATION

RECAP GREENWICH PARK GP, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

FEB 21 2008
D.A. WHITE

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 Greenwich Park 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.

(FEI number, if applicable)

4. **2/11/2007**

(Date of incorporation)

5. **perpetual**

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

6.

(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 Limited Partnership**

(Principal office address)

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

(Current mailing address)

8. **Real Estate Investment**

(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: 

(Registered agent's signature)

Harry B. Davis
Asst. 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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

2008 FEB 20 P 12: 01

Chairman: _____
Address: _____
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Karin E. Shewer
Address: c/o Real Estate Capital Partners Limited Partnership
114 W 47th Street, 23rd Floor, New York, NY 10036

Vice President: Paul J. Doocy
Address: c/o Real Estate Capital Partners Limited Partnership
114 W 47th Street, 23rd Floor, New York, NY 10036

Secretary: Robert McGee
Address: 114 W 47th Street, 23rd Floor, New York, NY 10036

Treasurer: Robert McGee
Address: 114 W 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 Shewer
(Signature of Director or Officer listed in number 12 of the application)

14. KARIN SHEWER, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECAP GREENWICH PARK 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 TWENTIETH DAY OF FEBRUARY, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RECAP GREENWICH PARK GP, INC." WAS INCORPORATED ON THE TWELFTH DAY OF FEBRUARY, A.D. 2008.

FILED
2008 FEB 20 P 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6393863

DATE: 02-20-08