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CR2E031 (1-89)

* APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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:

١.	WHML-S Gen-Par, Inc.
	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or
	words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2.	Delaware 3. Pending (State or country under the law of which it is incorporated) (FEI number, if applicable)
	(State or country under the law of which it is incorporated) (FEI number, if applicable)
4.	4/8/96 5. Perpetual
71	4/8/96 5. Perpetual (Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
_	
6.	Upon filing (Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7.	100 Crescent Court., Suite 1000
	Dallas, TX 75201
	(Current mailing address)
	footient maning appress;
8.	Any lawful business permitted in Florida; real estate related activities; C.P. of L.P.
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of which may florida) acquire real
	estate.
9.	Name and street address of Florida registered agent:
	Name: <u>C T CORPORATION SYSTEM</u>
	Office Address: c/o C T Corporation System, 1200 South Pine Island Road
	<u>Plantation</u> , Florida, <u>33324</u> (Zip Code)
	(Zip Code)
10	. Registered agent acceptance:
Ha	ving been named as registered agent and to accept service of process for the above stated
co	rporation at the place designated in this application. I hereby accept the appointment as
rei	distered agent and agree to act in this capacity. I further agree to comply with the provisions of
	statutes relative to the proper and complete performance of my duties, and I am familiar with
an	d accept the obligations of my position as registered agent.
	C T CORPORATION SYSTEM
	ALL SOS
	- Comin Brown
	(Registered agent's signature) (Officer) CONNIE BRYAN SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)
	SPECIAL ASSISTANT SECRETARY CO
	(Type Name and Title of Officer)
	29

12. Name	es and addresses of officers and/or directors:
A. DIREC	TORS
	Chairman:
	Address:
	Vice Chairman:
	Address:
	Director: David T. Hamamoto
	Address: 85 Broad St., New York, NY 10004
	Director:
	Address:
B. OFFICE	ERS See Schedule A attachéd.
	President:
	Address:
	Vice President:
	Address:
	Secretary:

Transurer:				
Address:				
NOTE: If necessary, you ma and/or directors.		application listin	ng additional	officers
13. Carlo J. Surk (Signature of Chairman, Vice	Chairman, or any officer listed i	n number 12 of the	application)	
14. Adam J. Brooks, Assis	tant Vice Premident	ention		

SECRETARY OF STATE OIVISION OF CORPOSATIONS

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SCHEDULE A

WIIML-S GEN PAR, INC+

Name	Title		
Hamamoto, David T.	ich, Daniel M. President		-
Neidich, Daniel M.			
Siskind, Edward M.			
Williams, Todd A.	Vice President		
Klingher, Michael K.	Vice President		
O'Brien, Elizabeth A.	Vice President		
Rosenberg, Kalph F.	Vice President		
Weil, David M.	Vice President	,o	91
Naughton, Kevin D.	Vice President		SKO IVENSEO EO LOISINIO
Rothenberg, Stuart M.	Vice President	 	9
Hamamoto, David T.	Vice President	PH	5-6
Georgi III, Richard E.	Vice President	င့္	17.5
Bonfield, Kim E.	Vice President	ည်	Sho
James Del Favero	Vice President		
Brooks, Adam	Assistant Vice President		
Naughton, Kevin D.	Secretary		
Weil, David M.	Treasurer		
Rosenberg, Ralph F.	Assistant Secretary		
O'Brien, Elizabeth A.	Assistant Secretary		
Williams, Todd A.	Assistant Secretary		
Bonfield, Kim E.	Assistant Secretary		
Rothenberg, Stuart M.	Assistant Treasurer		
Williams, Todd A.	Assistant Treasurer		
Siskind, Edward M.	Assistant Treasurer		

^{*} The Address for all the above officers is: 85 Broad Street, New York, New York 10004.

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHML-S GEN-PAR, 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 FOURTEENTH DAY OF JUNE, A.D. 1996.

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

DIVISION OF CORPORATION
SECULIARY OF SIATE
OF SIATE
SECULIARY OF SIATE

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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06-14-96