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CT Corporation System

Requestor's Name

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City

State

Zip

Phone

800002677148--7  
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\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

W98-24703

W91 LP II Gen-Par, Inc.

98 OCT 30 AM 11:00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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☐ NonProfit  
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☐ Limited Liability Company  
☐ Limited Partnership  
☐ Annual Report  
☐ Other  
☐ Reinstatement  
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☐ Change of R.A.  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 30, 1998

ATTN: HOPE  
CT CORPORATION SYSTEM

SUBJECT: W9/LPII GEN-PAR, INC.  
Ref. Number: W98000024703

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We have received your document for W9/LPII GEN-PAR, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 598A00053301

*Lee,*  
*File First*  
*Sorry! Thank you. Please backdate.*

*CT*  
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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. W9/ LPII 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

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

3. Applied For

(FEI number, if applicable)

4. October 9, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o Whitehall Fund, 85 Broad Street, 19th Floor, New York, New York

10004

(Current mailing address)

8. to engage in any lawful act or activity

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System

Conie Bryan  
(Registered agent's signature) (Officer)

**SUNNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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. *Adam J. Brooks*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Adam J. Brooks, Assistant Vice President and Assistant Secretary

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

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**Officers and Directors of  
W9/ LPH GEN-PAR, INC.**

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Stuart M. Rothenberg	85 Broad Street, 19th Floor New York, NY 10004	Director and Vice President
Daniel M. Neidich	85 Broad Street, 19th Floor New York, NY 10004	President
Douglas G. Gunn	85 Broad Street, 19th Floor New York, NY 10004	Vice President
Elizabeth A. O'Brien	85 Broad Street, 19th Floor New York, NY 10004	Vice President and Assistant Secretary
Todd A. Williams	85 Broad Street, 19th Floor New York, NY 10004	Vice President, Assistant Secretary and Assistant Treasurer
David M. Weil	85 Broad Street, 19th Floor New York, NY 10004	Vice President
Edward M. Siskind	85 Broad Street, 19th Floor New York, NY 10004	Vice President and Assistant Treasurer
Ralph F. Rosenberg	85 Broad Street, 19th Floor New York, NY 10004	Vice President and Assistant Secretary
Michael K. Klingher	85 Broad Street, 19th Floor New York, NY 10004	Vice President
Kevin D. Naughton	85 Broad Street, 19th Floor New York, NY 10004	Vice President, Secretary and Treasurer
Angie Madison	85 Broad Street, 19th Floor New York, NY 10004	Vice President
Zubin Irani	85 Broad Street, 19th Floor New York, NY 10004	Assistant Vice President and Assistant Secretary
Ronald Bernstein	85 Broad Street, 19th Floor New York, NY 10004	Assistant Vice President and Assistant Secretary
Adam J. Brooks	85 Broad Street, 19th Floor New York, NY 10004	Assistant Vice President and Assistant Secretary

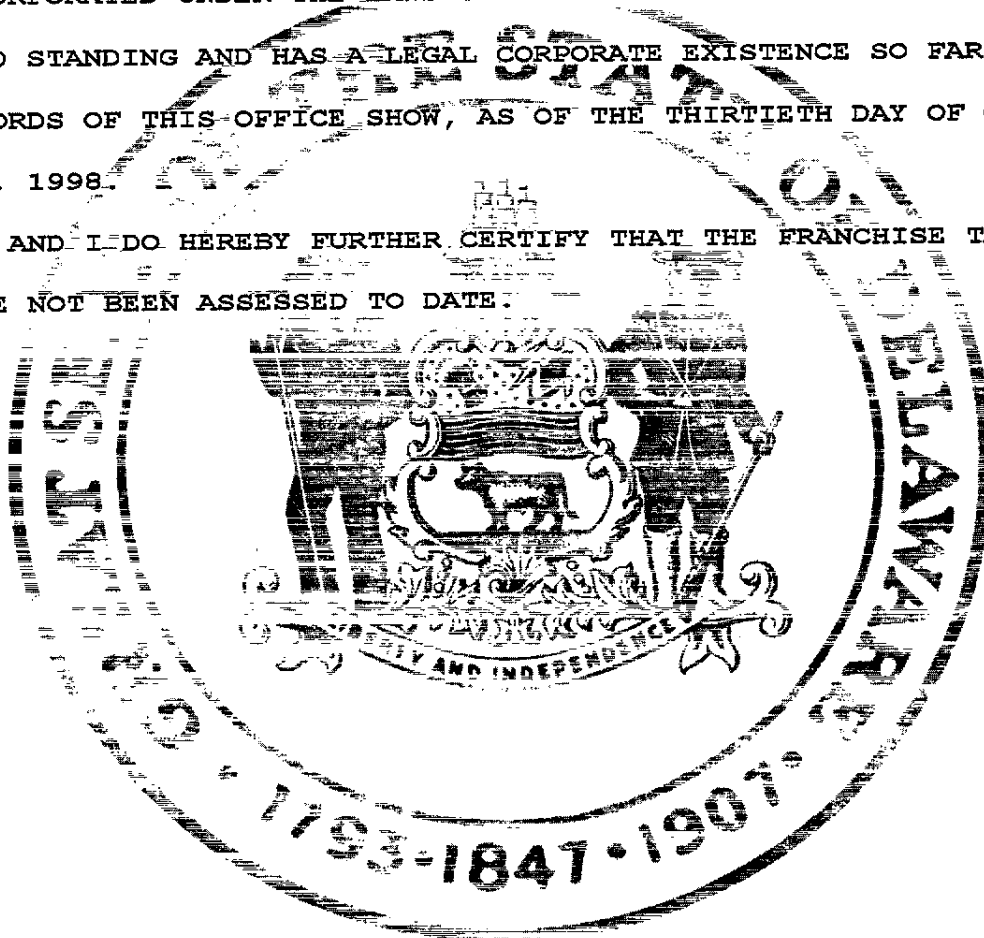
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W9/LPII 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 THIRTIETH DAY OF OCTOBER, A.D. 1998.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9382291

DATE: 10-30-98