

MO2000000899

CT CORPORATION

CORPORATION(S) NAME

W9/RSO Real Estate Holdings, L.L.C.

02 APR - 8 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
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DIVISION OF CORPORATION

Name	Availability
Document	Examiner
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W.P. Verifier	Updater
Verifier	
Acknowledgement	

4/8/02

Order#: 5253008

600005204886--9

-04/08/02--01047--004

Ref#: *****70.00 *****70.00

600005204886--9

-04/08/02--01047--005

Amount: \$ *****85.00 *****85.00

660 East Jefferson Street

W. P. Verifier Tallahassee, FL 32301

Tel. 850-222-1092

Fax 850 222 7615

MO2000000899

4 pages

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. W9/RSO Real Estate Holdings, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. not applicable
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 4, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.
(Street address of principal office)

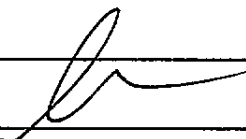
8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

Goldman Sachs & Co., 100 Crescent Court, Suite 1000, Dallas, Texas 75201

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to engage in any and all lawful acts or activities permitted by law.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Alan S. Kava, an Authorized Representative

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

W9/RSO Real Estate Holdings, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

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

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

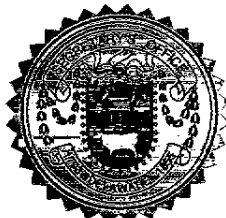
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W9/RSO REAL ESTATE HOLDINGS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF APRIL, A.D. 2002.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3510452 8300

AUTHENTICATION: 1703532

020216997

DATE: 04-04-02