

# M02000000993

CT CORPORATION

CORPORATION(S) NAME

W9/RSO GP, L.L.C.

02 APR 17 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
02 APR 17 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC Registration
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

Name	
Availability Name	
Availability Document	
Examiner	
Updater	
Verifier	
W.P. Verifier	
Acknowledgement	DCC
W. P. Verifier	U.C.

4/17/02

Order#: 5279755

kf

Ref#:

200005288732--7

-04/17/02--01045--018

Amount: \$ \*\*\*\*155.00 \*\*\*\*155.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

M02000000993

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 GP, L.L.C. (Name of foreign limited liability company)

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

4. April 4, 2002 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to 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, authorized representative of W9/RSO Real Estate Holdings, L.L.C., sole member of W9/RSO GP, L.L.C.

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**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 GP, 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)

**Patrick A. Nolan**  
Assistant Secretary

**\$ 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

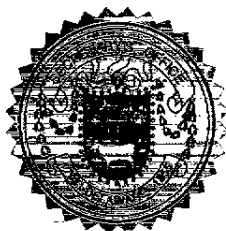
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W9/RSO GP, 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 SIXTEENTH DAY OF APRIL, A.D. 2002.

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

02 APR 17 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1724560

020242035

DATE: 04-16-02