

CT CORPORATION SYSTEM

M020000002646

CORPORATION(S) NAME

1. Ralp SPE GP, LLC
2. O-CG Equity GP, LLC
3. O-CG Gp, LLC
4. O-CG Equity, LP

FILED
 OCT - 7 PM 2:21
 TALLAHASSEE FLORIDA

7000008241547--5
 -10/07/02--01053--010
 ***160.00 ***160.00

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

Name _____ 10/7/02 Order#: 5610913
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

CF 125

CERT 35

Ref#: _____
 Amount: \$ _____

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

Handwritten signature

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

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

02 OCT -7 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RAIP SPE GP, LLC
(Name of foreign limited liability company)

2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)

3. APPLIED FOR
(FEI number, if applicable)

4. SEPTEMBER 25, 2002
(Date of Organization)

5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FILING OF THIS APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4669 SOUTHWEST FREEWAY, SUITE 700
HOUSTON, TEXAS 77027
(Street address of principal office)

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

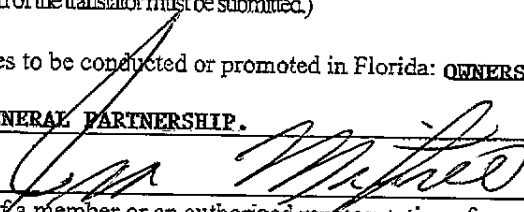
9. The name and usual business addresses of the managing members or managers are as follows:

JOHN JACOBSSON - 1301 AVENUE OF THE AMERICAS, 38TH FLOOR
NEW YORK, NEW YORK 10019

IRA MITZNER - 4669 SOUTHWEST FREEWAY, SUITE 700
HOUSTON, TEXAS 77027

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: OWNERSHIP, OPERATION
AND MANAGEMENT OF A GENERAL PARTNERSHIP.


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.)

IRA MITZNER, MANAGER

Typed or printed name of signee

**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.

FILED
02 OCT -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

RALP SPE GP, LLC

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

CT CORPORATION SYSTEM

(Name)

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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan

(Signature)

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

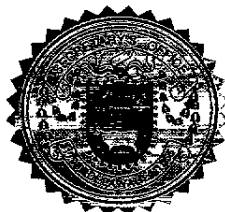
Delaware

The First State

PAGE 02
FILED
02 OCT -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RALP SPE GP, LLC" 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.

FILED
02 OCT -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3572738 8300

020596325

AUTHENTICATION: 2002049

DATE: 09-25-02