

M03000000906

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

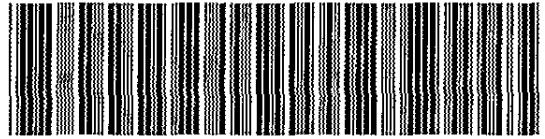
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
03 MAR 20 AM 11:31
DEF. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

M03-906
OK

03 MAR 20 PM 2:00
OFFICE OF STATE
TALLAHASSEE, FLORIDA

FILED

CT CORPORATION

March 20, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5805788 SO
Customer Reference 1: 059629-600001
Customer Reference 2: 214 969-2982

Dear Secretary of State, Florida:

Please file the attached:

MS Whispering Palms, L.L.C. (DE)
Registration
Florida

Please return a good standing certificate and a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 20 PM 2:00

FILED

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MS Whispering Palms, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 20, 2003 5. December 31, 2010
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. March 20, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Morgan Stanley Real Estate Funds
1585 Broadway, 37th Floor, New York, New York 10036
(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:

See Schedule 1 Attached

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: Real estate acquisitions, development and management

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.)

See Signature Page Attached

Typed or printed name of signee

FILED
103 MAR 20 PM 2:00
TALLAHASSEE, FLORIDA

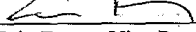
MS WHISPERING PALMS, L.L.C.

Application for Authorization to Transact Business in Florida

Signature Page

**MORGAN STANLEY REAL ESTATE FUND IV
DOMESTIC, L.P.**

By: MSREF IV Domestic-GP, L.L.C., a Delaware
limited liability company, its general partner

By: 
Zain Fancy, Vice President

SCHEDULE 1

**Attachment to
MS Whispering Palms, L.L.C.
Application for Authorization
to Transact Business in Florida**

Information with regard to Paragraph 9 (the name and usual business address of the managing members):

Morgan Stanley Real Estate Fund IV Domestic, L.P.
1585 Broadway, 37th Floor
New York, NY 10036-8293

MSP Real Estate Fund IV, L.P.
1585 Broadway, 37th Floor
New York, NY 10036-8293

Morgan Stanley Real Estate Investors IV Domestic, L.P.
1585 Broadway, 37th Floor
New York, NY 10036-8293

Morgan Stanley Real Estate Fund IV Special Domestic, L.P.
1585 Broadway, 37th Floor
New York, NY 10036-8293

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SECRETARY OF STATE
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:

MS Whispering Palms, L.L.C.

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.

Carmie 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)

TALLAHASSEE
STATE OF FLORIDA

03 MAR 20 PM 2:00

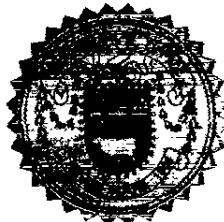
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MS WHISPERING PALMS, 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 TWELFTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3635110 8300

AUTHENTICATION: 2303079

030164628

DATE: 03-12-03