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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

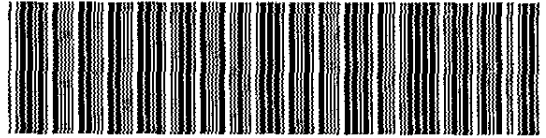
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 APR 14 PM 4:37

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CT CORPORATION

April 14, 2003

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

Re: Order #: 5829188 SO
Customer Reference 1: 35895-3848 EKH
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Hollywood Hills Holdings, LLC (DE)
Registration
Florida

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,

Connie R Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Hollywood Hills Holdings, LLC
(Name of foreign limited liability company)

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

3. To be applied for
(FEI number, if applicable)

4. 04/11/2003
(Date of Organization)

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

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))

7. 2600 Citadel Plaza Drive, Suite 300
Houston, Texas 77008
(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:

Stanford J. Alexander, 2600 Citadel Plaza Drive, Suite 300, Houston, Texas 77008

Martin Debrovner, 2600 Citadel Plaza Drive, Suite 300, Houston, Texas 77008

Andrew M. Alexander, 2600 Citadel Plaza Drive, Suite 300, Houston, Texas 77008

Carrie Tillman, Entity Services Grp (SPV) LLC, 103 Foulk Rd #200, Wilmington DE 19803

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 acquire a managing membership interest in and act as Managing Member of WRI/Hollywood Hills, LLC

M. Candace DuFour ⁴⁷⁸
Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

M. Candace DuFour, Vice President, Waingarten Realty Investors, its Sole Member or printed name of signer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Hollywood Hills Holdings, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

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

Plantation FL 33324

City/State/Zip

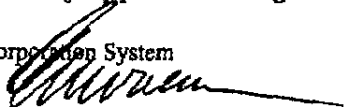
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TALLAHASSEE, FLORIDA

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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..

CT Corporation System



(Signature)

EA Wallace
Assistant Secretary

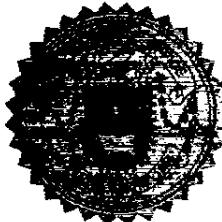
- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLLYWOOD HILLS HOLDINGS, 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 ELEVENTH DAY OF APRIL, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3646538 8300

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AUTHENTICATION: 2360868

DATE: 04-11-03