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Division of Corporations

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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Fax Number : (850) 205-0383

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Account Name : C T CORPORATION SYSTEM

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FOREIGN LIMITED LIABILITY COMPANY

CFO WPB, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. CFO WPB, 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. March 26, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipated to be April 7, 2004
(Date first transacted business in Florida. (See sections 604.501, 604.502, and 617.143, F.S.))
7. 2001 Hermann Drive, Houston, Texas 77004

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The names and usual business addresses of the managing members or managers are as follows:
Thomas G. Bacon, 2001 Hermann Drive, Houston, Texas 77004
Daniel R. Dubrowski, 2001 Hermann Drive, Houston, Texas 77004
Glenn Lowenstein, 2001 Hermann Drive, Houston, Texas 77004
Carrie L. Tillman, 103 Foulk Road, Suite 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: Any lawful business.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.402(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Daniel R. Dubrowski, a manager of Louisiana CFO One GP, LLC, which is the general partner of Louisiana CFO One Limited Partnership, which is the general partner of Louisiana Cash Flow Office One LP, which is the sole member of CFO WPB, LLC

Typed or printed name of signer

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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:

CFO WPB, 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 Brien
(Signature)

Special Asst.
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CEO WPB, 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 FIFTH DAY OF APRIL, A.D. 2004.

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

3769277 8300



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
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DATE: 04-05-04