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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560130 5143995

AUTHORIZATION :

COST LIMIT : \$ 1180.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 24, 2005

ORDER TIME : 10:55 AM

ORDER NO. : 560130-005

CUSTOMER NO: 5143995

CUSTOMER: Denise Tiernan, Legal Asst
Greyhawke Capital Advisors Llc
1st Floor
340 Pemberwick Road
Greenwich, CT 06831

FOREIGN FILINGS

NAME: WHISPER CAPITAL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

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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. WHISPER CAPITAL LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 06-1509755
(FEI number, if applicable)
4. 2/25/98
(Date of Organization)
5. 12/31/2095
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 11, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Greyhawke Capital Advisors
340 Pemberwick Road, 1st Floor, Greenwich, CT 06831
(Street Address of Principal Office)


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

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

Greyhawke Net Lease Investors LLC,
c/o Greyhawke Capital Advisors
340 Pemberwick Road, 1st Floor
Greenwich, CT 06831

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: own and rent real estate properties


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.)

Mark L. Plaumann, Manager of Greyhawke Net Lease Investors

Typed or printed name of signee LLC, Manager of Whisper Capital LLC

**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:

WHISPER CAPITAL LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

By: Jane L. Quinn

(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

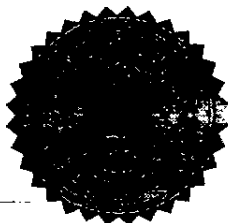
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHISPER CAPITAL 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-FOURTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHISPER CAPITAL LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2863705 8300

AUTHENTICATION: 4112579

050698031

DATE: 08-24-05