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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 AM 8:48

The Goldman, Sachs + Co., L.L.C.

300002174753--7

-05/12/97--01061--009

****285.00 ****285.00

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☐ NonProfit

☒ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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CR2E031 (1-89)

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:

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1. The Goldman, Sachs & Co. L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3920082
(FEI number, if applicable)
4. 8/7/96
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. when qualified
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 85 Broad Street
New York, New York 10004
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>F96000006690</u> <u>The Goldman Sachs Corporation, 85 Broad Street, New York, NY 10004</u>	<u>MGRM</u>		
<u>The Goldman Sachs Group, L.P., 85 Broad Street, New York, NY 10004</u>	<u>mGRM</u>		

<u>A29208</u>			

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

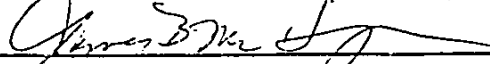
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The undersigned member or authorized representative of a member of _____

The Goldman, Sachs & Co., L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,007,951.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 3,967,529.00 . A description of the property is attached and made a part hereto.*
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 4,975,480. This total includes amounts from 2 and 3 above.

By: The Goldman Sachs Corporation, Member



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
James B. McHugh, Assistant Secretary

*An interest in the capital and profits of Goldman, Sachs & Co.

**No additional contributions of cash or property are anticipated at this time.

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Goldman, Sachs & Co., L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

Connie Britton
(Signature)

5/6/97
(Date)

CONNIE BRITTON
SPECIAL ASSISTANT

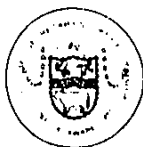
Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GOLDMAN, SACHS & CO. 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 FIFTH DAY OF MAY, A.D. 1997.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2651422 8300

DATE:

8451065

971146060

05-05-97