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ACCOUNT FILING COVER SHEET OF CORPORATION

ACCOUNT NUMBER: FCA000000005

REFERENCE: 200 9115
(SUB ACCT.)

DATE: 7-11

097A-00035810

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DIVISION OF CORPORATIONS
97 JUL 11 PM 1:26

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969
SPRINGFIELD, ILLINOIS 62708 800002236148--1

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

CORPORATION NAME: EOP-Westshore Center GP
L.L.C.

AUTHORIZATION: C. Woodyard

☒ CERTIFIED COPY (1-9)

☒ CERTIFICATE OF STATUS (1-9)

☐ PLAIN STAMPED COPY

☒ CALL WHEN READY ☐ CALL IF PROBLEM ☐ AFTER 4:30

☒ WALK IN ☐ WILL WAIT

☐ MAIL OUT (IF APPLICABLE)

☐ PICK-UP

7/11/97
BH

300-634-9733

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. EOP-Westshore Center GP, 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. Applied for

(FEI number, if applicable)

4. June 12, 1997

(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 817.155, F.S.)

7. c/o Ann M. Schneider, 2 N. Riverside Plaza, #1600

Chicago, Illinois 60606

(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 AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
EOP Operating Limited Partnership, a Delaware limited partnership 2 N. Riverside Plaza Chicago, IL 60606	<u>Sole Member</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 EOP-Westshore Center GP,

L.L.C. deposes and says:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 6,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . 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
\$ 6,000 . This total includes amounts from 2 and 3 above.

EOP Operating Limited Partnership, a Delaware limited partnership, Sole Member
By: Equity Office Properties Trust, a Maryland REIT, its general partner

By: 

Ann M. Schneider, Asst. Secy.

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.)

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 LIMITED LIABILITY COMPANY, 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 limited liability company is: EOP-Westshore Center GP, L.L.C.

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

Lexis Document Services Inc.

(Name)

3953 W. Kelley Road

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, FL 32311

(City/State/Zip)

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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.

Lexis Document Services Inc.

By: Anthony Mackay

(Signature)

7/8/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EOP-WESTSHORE CENTER GP 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 NINTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EOP-WESTSHORE CENTER GP L.L.C." WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 1997.

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

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8550098

07-09-97