

Document Number Only

MR 7000000493

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 1:15

Westbrook Westchase GP, L.L.C. G. TAN

FILING

R. AGENT FEE

2. COPY

TOTAL

4. BANK

BALANCE DUE

REFUND Mergers

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

8-11-97

File First

RECEIVED
97 AUG 11 PM 1:19
DIVISION OF CORPORATION

100002265681--2
-08/13/97-01054-014
***285.00 ***285.00

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:

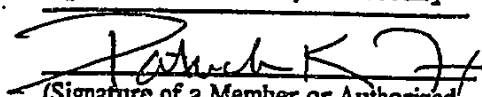
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 1:45

1. Westbrook Westchase 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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. July 18, 1997
(Date of Organization)
5. December 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.)
7. 599 Lexington Avenue, Suite 3800
New York, NY 10022
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>Westbrook American Holdings, L.L.C.</u>	<u>Westbrook American Co-Holdings, L.L.C.</u>
<u>599 Lexington Ave., Suite 3800</u>	<u>599 Lexington Ave., Suite 3800</u>
<u>New York, NY 10022</u>	<u>New York, NY 10022</u>
<u>Title: MGRM</u>	<u>Title: MGRM</u>

July 31, 1997
(Date)

By: Patrick K. Fox, Secretary

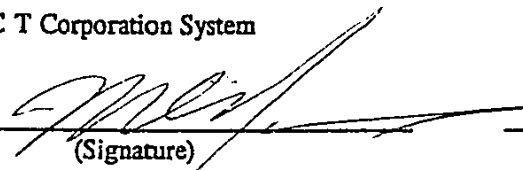

(Signature of a Member or Authorized Representative of a member)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 1:45

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By:  8/8/97
(Signature) (Date)

MICHAEL E. JONES
(Type Name of Officer) ASSISTANT SECRETARY

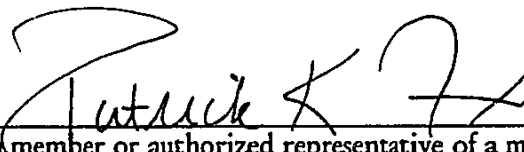
(Title of Officer)

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

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 AUG 11 PM 1:45

The undersigned member or authorized representative of a member of Westbrook Westchase GP, L.L.C. deposes and says:

- 1) the above named limited liability company has two members
- 2) the total amount of cash contributed by the member is \$120,000.
- 3) if any, the agreed value of property other than cash contributed by member (s) is \$120,000. This cash total includes amounts from 2 above.
- 4) the total amount of cash or property anticipated to be contributed by member (s) is \$120,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 603.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTBROOK WESTCHASE 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 FIFTH DAY OF AUGUST, A.D. 1997.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 1:45




Edward J. Freel, Secretary of State

2774958 8300

971260080

AUTHENTICATION:

8590975

DATE:

08-05-97