

Document Number Only

M97000000494

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
91 AUG 11 PM 1:56

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****285.00 ****285.00

Westbrook Pebble Creek GP, L.L.C.

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call Walk In | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

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W.P. Verifier

8-11-97

File First

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1312 8/11/97

U. TAX	
FILING	2.50
R. AGENT FEE	3.00
C. COPY	1.00
TOTAL	2.85
N. BANK	
BALANCE DUE	
OFFIND	

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 STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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1. Westbrook Pebble Creek 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)

Westbrook American Holdings, L.L.C.

599 Lexington Ave., Suite 3800

New York, NY 10022

Title: MGRM

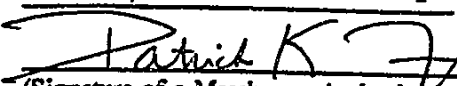
Westbrook American Co-Holdings, L.L.C.

599 Lexington Ave., Suite 3800

New York, NY 10022

Title: MGRM

July 31, 1997
(Date)

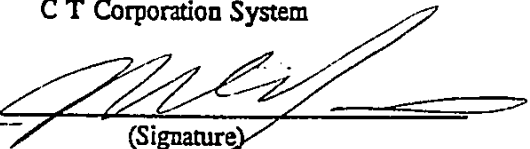
By: Patrick K. Fox, Secretary

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

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DIVISION
97 AUG 11 PM 1:56

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: 
(Signature)

8/8/97
(Date)

(Type Name of Officer)

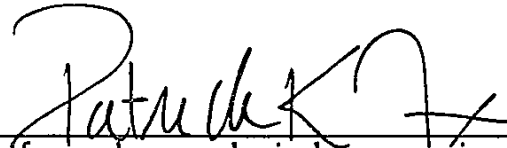
(Title of Officer)

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

FILED STATE
SECRETARY OF CORPORATIONS
91 AUG 11 PM 1:56

The undersigned member or authorized representative of a member of Westbrook Pebble Creek, 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 \$1,500.
- 3) if any, the agreed value of property other than cash contributed by member (s) is \$1,500. This cash total includes amounts from 2 above.
- 4) the total amount of cash or property anticipated to be contributed by member (s) is \$1,500. This total includes amounts from 2 and 3 above.



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.)

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 PEBBLE CREEK 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
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.

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8590971

DATE:

08-05-97