

Document Number Only

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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 2:34

Westbrook Westchase Golf GP, L.L.C

800002265728--4

08/13/97--01054--027

***285.00 ***285.00

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

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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. Westbrook Westchase Golf 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

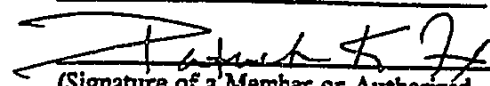
New York, NY 10022

Title: MGRM

July 31, 1997

(Date)

By: Patrick K. Fox, Secretary



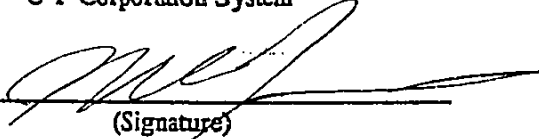
(Signature of a Member or Authorized Representative of a member)

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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) MICHAEL E. JONES
ASSISTANT SECRETARY

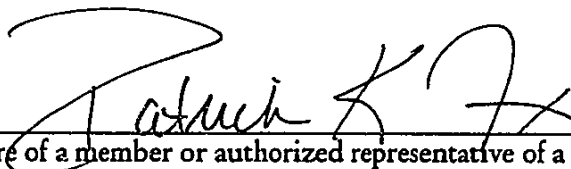
(Title of Officer)

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

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The undersigned member or authorized representative of a member of Westbrook Westchase Golf 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 \$22,000.
- 3) if any, the agreed value of property other than cash contributed by member (s) is \$22,000. This cash total includes amounts from 2 above.
- 4) the total amount of cash or property anticipated to be contributed by member (s) is \$22,000. 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 WESTCHASE GOLF 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.

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SECRETARY OF STATE
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8590974

DATE:

08-05-97