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660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

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****285.00 ****285.00

CORPORATION(S) NAME

00RAFORL

Westbrook Real Estate Partners II, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILE
SECRETARY OF
DIVISION OF CORPORATIONS

97 DEC -1 1

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:

1. Westbrook Real Estate Partners II, 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. March 13, 1996
(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.)
7. 599 Lexington Avenue, Suite 3800
New York, New York 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>Paul D. Kazilionis (Managing Member)</u>	<u>William H. Walton, III (Managing Member)</u>
<u>284 South Beach Road</u>	<u>599 Lexington Avenue, Suite 3800</u>
<u>Hobe Sound, Florida 33455</u>	<u>New York, New York 10022</u>
<u>Managing Member</u>	<u>Managing Member</u>

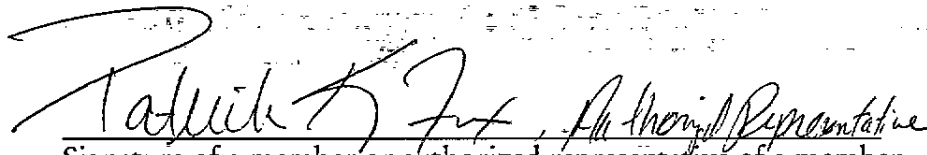
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(FLA. - LLC 3289 - 8/2/94)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Westbrook Real Estate Partners II, 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 members is \$100.00
- 3) if any, the agreed value of property other than cash contributed by members is \$100.00. This cash total includes amounts from 2 above.
- 4) the total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

 Robert S. Fox, Authorized Representative

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.)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTBROOK REAL ESTATE PARTNERS II, LLC" 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.

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




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8773677

11-24-97

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