

Document Number Only

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TALLAHASSEE, FLORIDA

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

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-12/02/97--01032--004
****285.00 ****285.00

CORPORATION(S) NAME

Westbrook Equities, L.L.C.

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <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 B.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <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 | | |

Name
Availability
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12/1/97

1197-788

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DIVISION OF
CORPORATION

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:

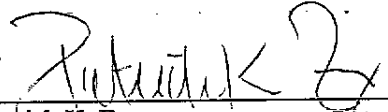
1. Westbrook Equities, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. Applied for
(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>

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

Dated: November 17, 1997

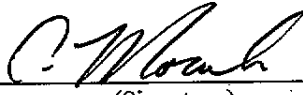
WESTBROOK EQUITIES, L.L.C.

By: 
Patrick K. Fox
Authorized Representative

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)
C. Morales
Special Asst. Secretary

(Type Name of Officer)

(Title of Officer)

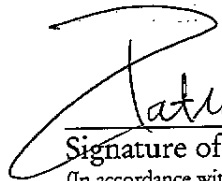
11/26/97
(Date)

(FLA. - LLC 3289)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Westbrook Equities, 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.

 *Patrick K. 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.)

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 EQUITIES, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2602317 8300

AUTHENTICATION:

8773651

DATE:

971400439

11-24-97