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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002361803--3

-12/03/97--01038--010

\*\*\*\*285.00 \*\*\*\*285.00

CORAFORL

Westbrook Residential Partners, L.L.C.

☐ 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**

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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 Residential Partners, 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. June 12, 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)  

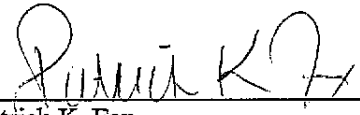
<u>Paul D. Kazilionis (Managing Member)</u>	<u>William H. Walton, III (Managing Member)</u>
<u>284 South Beach Road</u>	<u>599 Lexington Avenue, Suite 3800</u>
<u>Hobe Sound, Florida 33455</u>	<u>New York, New York 10022</u>
<u>Managing Member</u>	<u>Managing Member</u>

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

Dated: November 17, 1997

WESTBROOK RESIDENTIAL PARTNERS, 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)

11/26/97  
(Date)

**C. Morales**  
**Special Asst. Secretary**

(Type Name of Officer)

(Title of Officer)

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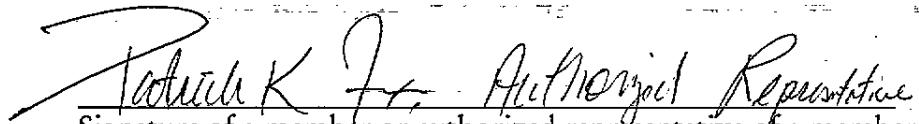
(FLA. - LLC 3289)

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

The undersigned member or authorized representative of a member of Westbrook Residential Partners, 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.

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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.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTBROOK RESIDENTIAL PARTNERS, 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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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11-24-97