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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002427002--5
-02/13/98--01003--017
*****8.75 *****8.75

200002427002--5
-02/10/98--01076--018
****285.00 ****285.00

W/9 PSD Gen-Pac, LLC

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- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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Thanks, Melanie

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~~Handwritten scribbles and signatures~~

2/10/98

CERT - 8.75 TRACKING NUMBER

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. W9/RSO Gen-Par, 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. pending (FEI number, if applicable)

4. January 26, 1998 (Date of Organization) 5. December 31, 2010 (Duration: Year limited liability company will cease to exist
or "perpetual")

6. February 11, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 100 Crescent Court, Suite 1000
Dallas, TX 75201
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See 1 in Addendum</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Filing Fee: \$ 52.50 for Application

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Addendum

- Name: Whitehall Street Real Estate Limited Partnership
Address: 85 Broad Street, NY, NY 10004
Title: MGRM

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

W9/RSO GEN-PAR, L.L.C.

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The undersigned member or authorized representative of a member of W9/RSO Gen-Par, L.L.C. deposes and says:

- 1) the above named limited liability company has one member.
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 0. This total includes amounts from 2 and 3 above.

Whitehall Street Real Estate Limited Partnership IX, Member
By: WH Advisors, L.L.C. IX
By: Whitehall IX/X, Inc.

BY: DMW David M. Weil, Via President

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.)

Filing Fee: \$ 52.50 for Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: _____

W9/RSO Gen-Par, L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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: Connie Bryan
(Signature)

February 10, 1998
(Date)

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

FILING FEE: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W9/RSO GEN-PAR, 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 TENTH DAY OF FEBRUARY, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8911912

DATE:

02-10-98

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