

Document Number Only

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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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DIVISION OF CORPORATIONS
98 FEB 10 PM 4: 10

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
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- Mail Out
- Amendment
- Annual Report
- Fict. Filing
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- Will Wait
- Merger
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6

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FEB 10 1998

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Thanks, Melanie

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SECRETARY OF STATE

MK

~~Handwritten scribbles and signature~~

2/10/98

CERT - 8.75 TRACKING NUMBER

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.

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

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- 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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