



THE UNITED STATES
CORPORATION
COMPANY

M98000000432

ACCOUNT NO. : 072100000032

REFERENCE : 801526 4331939

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 337.50

ORDER DATE : April 30, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 801526-005

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

900002506319--0

FOREIGN FILINGS

NAME: FAIR OAK, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 AM 1:25

RECEIVED
98 APR 30 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

3/12
4/30/98

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
APR 11 1966
AM 1:25

IS
ACT

- PM 1:25

<u>GE Capital Corporation</u>	<u>Manager</u>	
<u>2424 North Federal Highway</u>		
<u>Suite 318</u>		
<u>Boca Raton, FL 33431</u>		

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

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DIVISION OF CORPORATIONS
98 MAR 30 AM 1:25

The undersigned member or authorized representative of a member of _____

Fair Oak, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 960,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 99,000,000 . 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
\$ 1,059,000,000 . This total includes amounts from 2 and 3 above.

General Electric Real Estate Equities, Inc.

By: _____

Its: _____

[Signature]
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.)

Contributed Property Other Than Cash

ISDA Master Agreement dated as of December 23, 1997
between General Electric Capital Services, Inc. and
ITW Investments, Inc.

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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DIVISION
APR 30 AM 1:25

1. The name of the limited liability company is: Fair Oak, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, Florida 32301
(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.

By:

David Sheehy
(Signature)

4-30-98

(Date)

State of Delaware

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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 "FAIR OAK, 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-NINTH DAY OF APRIL, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 AM 1:25

2834981 8300

981164161



Edward J. Freel

Edward J. Freel, Secretary of State

9053517

04-29-98

AUTHENTICATION:

DATE: