

M98000000772



ACCOUNT NO. : 072100000032

REFERENCE : 890541 4349184

AUTHORIZATION :

COST LIMIT : \$ ~~432.50~~ 442.50

ORDER DATE : July 14, 1998

ORDER TIME : 3:01 PM

ORDER NO. : 890541-005

600002530206--3

CUSTOMER NO: 4349184

CUSTOMER: Ariadne Bender, Corp Spec.
Affirmative Equities Company
120 Wooster Street

CM

New York, NY 10012

FOREIGN FILINGS

NAME: G/W RIVERWALK MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LLC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPIES -- 3

****FILE FIRST****

CONTACT PERSON: Tamara Odom

FILED
98 JUL 15 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL 15 PM 4:08
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. G/W Riverwalk Management, LLC
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.
Please note "L.L.C." is not an acceptable suffix in Florida.
2. Delaware
(Jurisdiction under the law of which foreign limited liability is organized)
3. 13-4013684
(FEI number, if applicable)
4. May 26, 1998
(Date of Organization)
5. 2018
Duration: Year limited liability company will cease to exist or "
6. July 14, 1998
(Date first transacted business in Florida. (SEE SECTIONS 608.501, 608.502, and 817.155, F.S.)
7. c/o Affirmative Equities Company 120 Wooster Street, New York, New York 10012
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS

TITLE

Affirmative Equities Company, L.P.
Attn: Andrew D. Jubelt
120 Wooster Street
New York, New York 10012

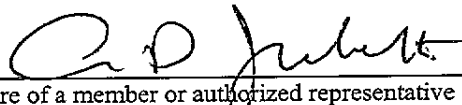
MGRM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of GW Riverwalk
Management, 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 or is anticipated to be \$24,242.00.
- 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 or is
anticipated to be \$24,242.00. This total includes amounts from 2 and 3 above.



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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

PURSUANT TO THE PROVISION 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

1. The name of the limited liability company is GW Riverwalk/Management, LLC.
2. The name and address of the registered agent and office is:

Affirmative Management, Inc.
5850 T.G. Lee Blvd., Suite 345
Orlando, Florida 32822
Attention: Paul C. Jubelt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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: _____

Paul C. Jubelt

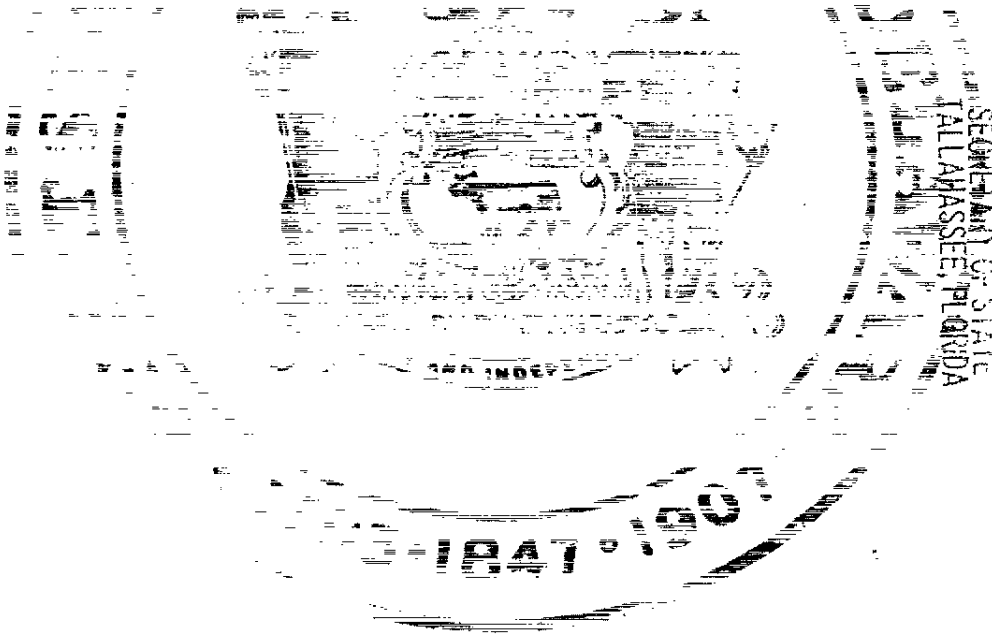
7/14/98
(Date)

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 "G/W RIVERWALK MANAGEMENT, 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 NINTH DAY OF JULY, A.D. 1998.

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



FILED

98 JUL 15 PM 1:15

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9187800
07-09-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: