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Document Number Only

C T Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301  
City State Zip Phone

98 NOV 18 AM 8:47  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CORPORATION(S) NAME

00789-01114-00524-00671 W98-26070  
complete Affidavit

WBI/mcm Gen-Par/w, L.L.C

900002591039--9  
-11/19/98-01004-001  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

998A00055753

900002591039--9  
-11/23/98-01002-002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                               | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                            |   |   |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign                   |   |   |
| <input type="checkbox"/> Limited Partnership                  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership        |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready                      | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                             |   |   |

Name Availability	MBH
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Acknowledgment	MBH
W.P. Verifier	MBH

11/18/98

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED  
THANKS  
JOEY

file 1st



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 19, 1998

*Walk In  
Pick up*

*Please back date*

CT CORPORATION SYSTEM

SUBJECT: WXI/MLM GEN-PAR/W, L.L.C.  
Ref. Number: W98000026070

We have received your document for WXI/MLM GEN-PAR/W, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please complete the affidavit of membership and contributions.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 498A00055563

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DIVISION OF CORPORATIONS

# 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. WXI/mum Gen-Part W, 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 3. Pending  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 27, 1998 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 100 Crescent Court, Suite 1000  
Dallas, Texas 75201  
(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 limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Whitehall Street Real Estate Limited Partnership XI	managing member		

85 Broad Street  
New York NY 10004

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

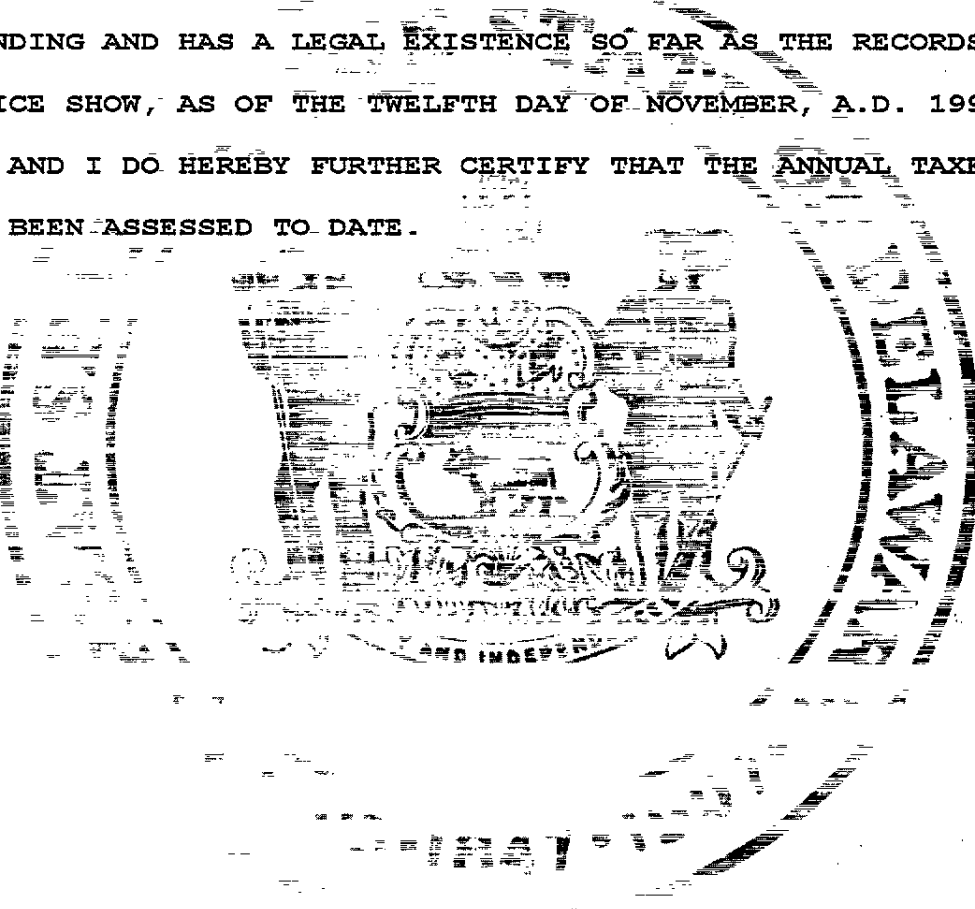
State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WXI/MLM GEN-PAR/W, 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 TWELFTH DAY OF NOVEMBER, 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

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981435810

AUTHENTICATION:

9402165

DATE:

11-12-98

H00-28-1998 03:24

## 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WXI/mcm Gen-Par/W, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (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

Donnie Bryan  
SPECIAL ASSISTANT SECRETARY

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of WXI/MLM Gen-Par/W, L.L.C.  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has one member;
- 2) the total amount of cash contributed by the member(s) is \$ 40,672.72;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 40,672.72 =  
(This total includes amounts from 2 and 3 above.)

WXI/MLM Gen-Par/W, L.L.C.

By: The Goldman Sachs Group, L.P., its member

By: The Goldman Sachs Corporation

BY: \_\_\_\_\_

**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.)

Shara M. Rothenberg

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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