

CORPORATE
ACCESS,
INC.

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

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CERTIFIED COPY

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FILING LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 AM 10:35

1.) WP - VCP St. Augustine, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

WP-197

Name	_____
Availability	_____
Document	_____
Examiner	_____
Updater	_____
Updater	_____
Verifier	_____
Acknowledgment	_____
W. P. Verifier	_____

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. WP-VCP ST. AUGUSTINE, 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)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. 11/4/98
(Date of Organization)
5. PERPETUAL
(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 917.155, F.S.))
7. 599 Lexington Avenue, Suite 3800
New York, NY 10022
(Street address of principal office)

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8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NOT USED

Westbrook Real Estate Company Investment
Partnership II, L.P. (a Delaware limited
599 Lexington Avenue, Suite 3800
New York, NY 10022
partnership)
MOH

Westbrook Real Estate Fund II, L.P.
(a Delaware limited partnership)
599 Lexington Avenue, Suite 3800
New York, NY 10022
MOH

NOT USED

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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 CORPORATION, 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 corporation is: WP-VCP ST. AUGUSTINE, LLC

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

Mark T. Farrell

(Name)

3030 Hartley Road, Suite 100

(P.O. Box not acceptable)

Jacksonville, Florida 32257

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

Mark T. Farrell

(Signature)

2/7/99

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of WP- VCP St.
Augustine, 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 \$ _____
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . 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
\$ 6,203,396.30 . This total includes amounts from 2 and 3 above.

ML E.F.V.
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.)

Mark T. Farrell

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Filing Fee: \$ 52.50 for Affidavit

State of Delaware
Office of the Secretary of State

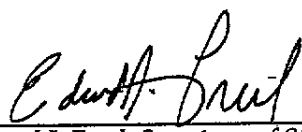
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WP-VCP ST. AUGUSTINE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WP-VCP ST. AUGUSTINE, - LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 1998.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

9557203

991044123.

DATE: 02-03-99