

# *State of Idaho*

## **Department of State**

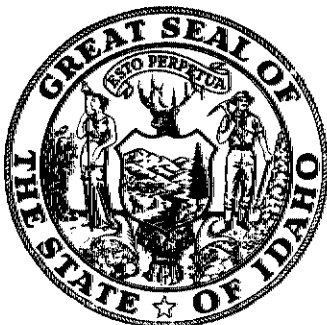
### **CERTIFICATE OF REGISTRATION OF**

**WCB EIGHT LIMITED PARTNERSHIP  
File Number L 2568**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WCB EIGHT LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to WCB EIGHT LIMITED PARTNERSHIP to transact business in this State under the name WCB EIGHT LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: October 28, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

# APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

OCT 28 10 48 AM '94

To the Secretary of State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

- The name of the limited partnership is WCB Eight Limited Partnership
- The name which it shall use in Idaho is WCB Eight Limited Partnership
- (Must include, without abbreviation, the words "Limited Partnership.")  
It is organized under the laws of Delaware
- The date of its formation is October 11, 1994
- The address of its registered or principal office in the state or country under the laws of which it is organized is Corporate Trust Center 1209 Orange Street, Wilmington, Delaware
- The name and street address of its proposed registered agent in Idaho are C T Corporation  
System, 300 North 6th Street, Boise, Idaho 83701
- The address at which a list of the names, addresses and contributions of the limited partners is kept is:  
85 Broad Street, New York, New York 10004

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

- The name and business address of each general partner are:

Name	Address
WCB Eight, Inc.	c/o Stuart F. Koenig
	85 Broad Street
	New York, New York 10004

(Continued on reverse)

Submit application and certificate to:  
IDHO SECRETARY OF STATE  
19941028 0900 38444 4  
CK #: 53929 CUST# 4567  
Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

CORP 10.00= 10.00

# : C

Secretary of State use only

IDHO SECRETARY OF STATE  
19941028 0900 38444 2  
CK #: 53927 CUST# 4567

CORP 60.00= 60.00

4567

8. (Continued)

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

9. This application is accompanied by an original certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the jurisdiction under the laws of which it is organized.

Dated: 10/24, 19 94

WCB Eight Limited Partnership  
~~WCB EIGHT, INC.~~  
By Stuart F. Koenig  
Vice President/ Secretary      A General Partner

STATE OF New York )  
COUNTY OF Queens ) ss:

I, April M. Leavy, a notary public, do hereby certify that on  
this 24 day of October, 19 94, personally appeared before  
me Stuart F. Koenig, who being by me first duly sworn, declared that (s)he  
is a general partner of WCB Eight Limited Partnership

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

April M. Leavy  
Notary Public  
APRIL M. LEAVY  
Notary Public, State of New York  
No. 41-4957534  
Qualified in Queens County  
Commission Expires October 16, 1995

*Office of the Secretary of State*

OCT 28 10 48 AM '94

I, EDWARD J. FREEL, SECRETARY OF STATE OF ~~THE STATE OF~~  
DELAWARE, DO HEREBY CERTIFY "WCB EIGHT LIMITED PARTNERSHIP" 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-SEVENTH DAY OF OCTOBER, A.D.  
1994.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2443026 8300

944205543

AUTHENTICATION:

DATE:

7283023

10-27-94

Oct 26 10 49 AM '94

SECRETARY OF STATE

## CONSENT TO USE OF NAME

WCB Eight, Inc., a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of WCB Eight Limited Partnership in the State of Delaware.

IN WITNESS WHEREOF, the said corporation has caused this consent to be executed by its Vice President this 10 day of October 1994.

  
By Stuart F. Koenig  
Vice President