

Filing Fee: \$100.00

ID Number: 99409



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Wasserman Retail Portfolio II Limited Partnership
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is _____

2. The limited partnership is organized under the laws of Delaware and the date of its formation is February 24, 1998.

3. The general character of the business it proposes to transact in Rhode Island is to engage in the acquisition, ownership, development, operation, management, leasing, financing, mortgaging and selling of the Property and any business related thereto or useful in connection therewith.

4. The name and address of the agent for service of process is Charles F. Rogers, Jr., Esq.
(Name of Agent)
c/o Edwards & Angell, 2700 Hospital Trust Tower Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

174 Wickenden Street, Providence, Rhode Island 02903

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CORPORATIONS DIVISION

7. The name and business address of each general partner is:

General Partner

Business Address

W Retail Portfolio Company II, LLC

174 Wickenden Street, Providence, RI 02903

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

174 Wickenden Street, Providence, Rhode Island 02903

9. A mailing address for the foreign limited partnership is:

174 Wickenden Street, Providence, Rhode Island 02903

Dated 2-26, 1998

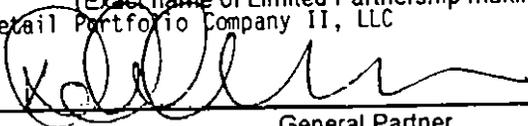
Wasserman Retail Portfolio II Limited Partnership

(Exact name of Limited Partnership making application)
W Retail Portfolio Company II, LLC

FILED

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BJM @ 199670

By 

General Partner
David D. Wasserman, Member

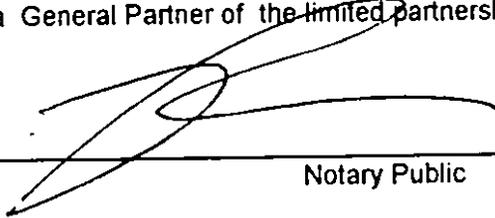
STATE OF RHODE ISLAND
COUNTY OF Providence

In Providence, on this 26th day of February, 1998, personally appeared

before me David D. Wasserman, who, being by me first duly sworn, declared

that he/she is a Member of W Retail Portfolio Company II, LLC
General Partner of the Wasserman Retail Portfolio II Limited Partnership

that he/she signed the foregoing documents as a General Partner of the limited partnership, and that the statements therein contained are true.



Notary Public

7/3/81

WASSERMAN RETAIL PORTFOLIO I LIMITED PARTNERSHIP
174 Wickenden Street
Providence, RI 02903

March 4, 1998

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Re: Wasserman Retail Portfolio II Limited Partnership

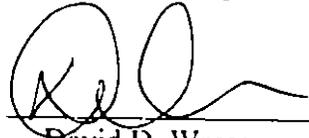
Ladies and Gentlemen:

The undersigned, Wasserman Retail Portfolio I Limited Partnership, a Delaware limited partnership qualified to do business in the State of Rhode Island, hereby consents to the use of the name "Wasserman Retail Portfolio II Limited Partnership" by Wasserman Retail Portfolio II Limited Partnership, a Delaware limited partnership that is now qualifying to do business in the State of Rhode Island.

Very truly yours,

WASSERMAN RETAIL PORTFOLIO I
LIMITED PARTNERSHIP

By W Retail Portfolio Company I, LLC,
a Delaware limited liability
company, its general partner

By 
David D. Wasserman,
Authorized Member