Filing Fee: $100.00

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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FILED
AUG 29 1994
By
127931

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF REGISTRATION OF

LW-SP4, L.P.

To the Secretary of State
of the State of Rhode Island

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:

FIRST The name of the limited partnership including without abbreviation the words limited partnership is LW-SP4, Limited Partnership

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is -not applicable-

(If not applicable, so state)

SECOND It is organized under the laws of Delaware

and the date of its formation is May 13, 19 94

THIRD The general character of the business it proposes to transact in Rhode Island is:

To engage directly or indirectly in the acquisition and disposition of real estate related assets or interests therein.

FOURTH The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, Rhode Island 02903

and the name of the agent resident in Rhode Island at that address is C T Corporation System

FORM LP 8

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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the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

SIXTH The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is

1201 Elm Street, Suite 5400
Dallas, TX 75270

SEVENTH The name and business address of each general partner (s).

General Partner (s)	Address (es)
LW-GP2D, L.P.	1201 Elm Street, Suite 5400 Dallas, TX 75270

EIGHTH The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions

1201 Elm Street, Suite 5400.
Dallas, TX 75270

NINTH A mailing address for the foreign limited partnership

1201 Elm Street, Suite 5400
Dallas, TX 75270

TENTH A statement of the aggregate capital contributions of the limited partner (s)

$1,078,000

ELEVENTH Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated August 23, 19 94

LW-SP4, L.P.
(Exact name of Limited Partnership making application)
LW-GP2d, L.P.
LW-GP2D, Inc.

By _____
General Partner (s)

Yon K. Cho
President

State of Texas
County of Dallas } Sc.

At Dallas in said county on this 23rd day of August, 19 94, personally appeared before me Yon Cho, who, being by me first duly sworn, declared that he/she is a General Partner of the _____, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

MARGRET BRAUN
MY COMMISSION EXPIRES
April 4, 1998

Margret Braun
Notary Public

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