

Division of Corporations

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M00000002399**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I200000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN LIMITED LIABILITY COMPANY**1940 MONROE STREET FI, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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P.05/07

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P. 05

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. 1940 Monroe Street PI, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. pending
(FEI number, if applicable)
4. 11/14/00
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease exist or "perpetual")

6. upon application
(Date first transacted business in Florida. (See sections 608.301, 608.302, and 817.155, F.S.))

7. c/o UrbanAmerica, L.P.

30 Broad Street, New York, NY 10004
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

1940 Monroe Street MM, LLC

c/o UrbanAmerica, L.P.

30 Broad Street

New York, NY 10004

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

11. Nature of business or purposes to be conducted or promoted in Florida:

ownership & operation of commercial real estate, and uses ancillary thereto

See attached signature page
Signature of a member or an authorized representative of a member.
(In accordance with section 608.404(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Hal Reiff
Typed or printed name of signee

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P. 05

1940 MONROE STREET FL, LLC, a Delaware limited liability company

By: 1940 Monroe Street MM, LLC, a Delaware limited liability company, its managing member

By: 1940 Monroe Street PE, LLC, a Delaware limited liability company, its managing member

By: UrbanAmerica, L.P., a Delaware limited partnership, its managing member

By:

Name:

Title:

Ray Reiff

Authorized Representative

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121 MADISON AVE
NEW YORK, NY 10017

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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 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:

1940 Monroe Street FI, LLC

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

National Corporate Research, Ltd.

(Name)

1406 Hays Street, Suite 2

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

32301

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 as provided for in Chapter 608, F.S.

Ken Wayne
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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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 "1940 MONROE STREET FI, 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 TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "1940 MONROE STREET FI, LLC" WAS FORMED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000.

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

AUTHENTICATION: 0811685

DATE: 11-27-00