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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

Beach Hotel Associates LLC

Certificate of Status	1
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Page Count	05
Estimated Charge	\$160.00

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J. BRYAN AUG 16 2004

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

IN COMPLIANCE WITH SECTION 608.08, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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CORPORATION
TALLAHASSEE, FLORIDA

1. Beach Hotel Associates LLC
(Name of foreign limited liability company)

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 7/26/93 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.301, 608.302, and 607.133, F.S.))

7. 475 Teath Avenue
New York, NY 10018
(Street address of principal office)

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

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

MNRDH Senior Mezz Holding Company LLC
c/o Morgans Hotel Group LLC
475 Teath Avenue
New York, NY 10018

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a 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: To own property.

MGC
Signature of a member or an authorized representative of a member.
(In accordance with section 608.401(5), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Marc Gordon
Typed or printed name of signee

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.

2004 AUG 13 AM 05:54
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Beach Hotel Associates LLC

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

CT Corporation System
(Name)
1200 South Pine Island Road
Florida Street Address (P.O. Box NOT ACCEPTABLE)
Plantation FL 33324
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, Florida Statutes.

CT Corporation System

By: Kathleen A. Waddell, Asst. Secretary
(Signature)

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

Delaware

The First State

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2004 AUG 13 AM 8:54
DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BEACH HOTEL ASSOCIATES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 1993, AT 4:30 O'CLOCK P.M.

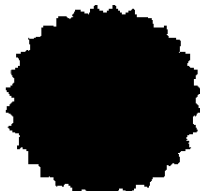
CERTIFICATE OF RESTORATION, FILED THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF JULY, A.D. 1998, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF OCTOBER, A.D. 1998, AT 11 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTIETH DAY OF MAY, A.D. 2004, AT 11:25 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP" TO "BEACH HOTEL ASSOCIATES LLC", FILED THE THIRTEENTH DAY OF AUGUST, A.D. 2004, AT 9:49



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3293934

DATE: 08-13-04

Delaware

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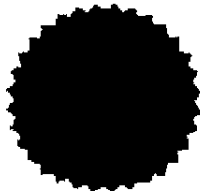
0'CLOCK A.M.

CERTIFICATE OF FORMATION, CHANGING ITS NAME FROM "BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP" TO "BEACH HOTEL ASSOCIATES LLC", FILED THE THIRTEENTH DAY OF AUGUST, A.D. 2004, AT 9:49 0'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3293934
DATE: 08-13-04