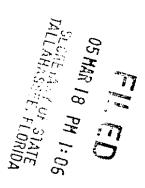
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PICK-UP WAIT MAIL
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Certified Copies Certificates of Status
Special Instructions to Filing Officer:
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ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: March 17, 2005

ORDER TIME : 9:32 AM

ORDER NO. : 264716-005

CUSTOMER NO: 4301763

CUSTOMER: Carol Fallacaro

Jenkens & Gilchrist Parker

405 Lexington Avenue The Chrysler Building New York, NY 10174

FOREIGN FILINGS

NAME: MARSAL FLORIDA PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER:

STATE OF THE PRINTS

ATTENDED TO

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZA TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN

Marsal Florida Properties, LLC (Name of Foreign L	imited Liability Company)
Delaware	3. 20-2499292
Jurisdiction under the law of which foreign limited listenancy is organized)	ability (FEI number, if applicable)
March 15, 2005	5. Perpetual
(Date of Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
(Date first transacted busine (See sections 608.501 & 608.5	ss in Florida, if prior to registration.) 502 F.S. to determine penalty liability)
600 Lexington Avenue - 6th Floor	- /
New York, NY 10022	Address of Principal Office)
(**************************************	
If limited liability company is a manager-ma	naged company, check here
The name and usual business addresses of the	te managing members or managers are as follows:
The name and usual business addresses of the Bryan P. Margal 600 Lexington Av	
Bryan P. Margal 600 Lexington Av	
Bryan P. Margal 600 Lexington Av	enue, 6th Fl., New York, NY 10022
Bryan P. Margal 600 Lexington Av	enue, 6th Fl., New York, NY 10022
Bryan P. Marsal 600 Lexington Av. Dawn Marsal-Wallin 600 Lexington	enue, 6th Fl., New York, NY 10022 Avenue, 6th Fl., New York, NY 10022
Bryan P. Marsal 600 Lexington Avenue Dawn Marsal-Wallin 600 Lexington Amachedisan original estificate of existence, no more to	enue, 6th Fl., New York, NY 10022 Avenue, 6th Fl., New York, NY 10022 ban 90 days old, duly subspicated by the official baving custody of reco
Bryan P. Marsal 600 Lexington Avaluate Marsal-Wallin 600 Lexington Anachedis an original certificate of existence, no more to jurisdiction under the law of which it is organized. (A ph	enue. 6th Fl., New York, NY 10022 Avenue, 6th Fl., New York, NY 10022 han 90 days old, duly subscricated by the official baving custody of recompy is not acceptable. If the certificate is in a fereign language, a
Bryan P. Marsal 600 Lexington Avenue Dawn Marsal-Wallin 600 Lexington Amachedisan original estificate of existence, no more to	enue. 6th Fl., New York, NY 10022 Avenue, 6th Fl., New York, NY 10022 han 90 days old, duly subscricated by the official baving custody of recompy is not acceptable. If the certificate is in a fereign language, a
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Bryan P. Marsal 600 Lexington Avenue Dawn Marsal-Wallin 600 Lexington Anached is an original cartificate of existence, no more to jurisdiction under the law of which it is organized. (A place of the cartificate under oath of the translator must be a conducted to the cartificate under oath of the translator must be conducted. Nature of business or purposes to be conducted to the cartificate under oath of the translator must be signature of a member or signature of a member or signature of a member of a member of a member of a member of a	enue, 6th Fl., New York, NY 10022 han 90 days old, duly substituted by the official having custody of recording is in a freign language, a be submitted) cted or promoted in Florida: Real Estate an authorized representative of a member.
Bryan P. Marsal 600 Lexington average Dawn Marsal-Wallin 600 Lexington Anached is an original certificate of existence, no more to jurisdiction under the law of which it is organized. (A place of the certificate under oath of the translator must.) Nature of business or purposes to be conducted. Signature of a member or (In accordance with section 608.4)	enue, 6th Fl., New York, NY 10022 Avenue, 6th Fl., New York, NY 10022 ban 90 days old, duly substituted by the official baving custody of recompy is not acceptable. If the certificate is in a freign language, a be submitted) cted or promoted in Florida: Real Estate

Typed or printed name of signee

NO. 0599 P. 3

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 Co	impany is.	
m	GRSDI FLOREDO PA	Rapertes, LLC	
2. The name	and the Florida street addre	ess of the registered agent and office are:	
	Corporation Service	Company	
		(Name)	~
	1201 Haye Street		_
	Florida Street	Address (P.O. Box <u>NOT</u> ACCEPTABLE)	
	Tallahassee	FL 32301	
	,	City/State/Zip	
liability comp agent and agr relating to the obligations of	any at the place designated i ree to act in this capucity. If proper and complete perfor	nd to accept service of process for the above, in this certificate, I hereby accept the appoint further agree to comply with the provisions of rmance of my duties, and I am familiar with a gent as provided for in Chapter 608, Florida	tment as registered f all statutes Ind accept the
Ву:	(Signature)		

\$ 100.00 Filing Fee for Application

\$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

\$ 25.00 Designation of Registered Agent

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSAL FLORIDA PROPERTIES, 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 SEVENTEENTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARSAL FLORIDA PROPERTIES, LLC" WAS FORMED ON THE FIFTEENTH DAY OF MARCH, A.D. 2005.

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



Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3751799

DATE: 03-17-05

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