

M05000004660

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

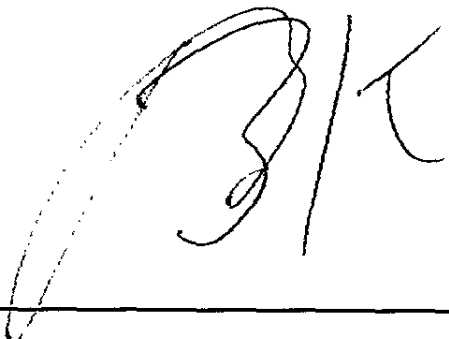
PICK-UP WAIT MAIL

(Business Entity Name)

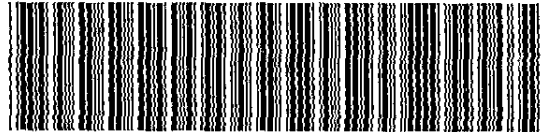
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 554018 4300479
AUTHORIZATION : *Patricia Pizet*
COST LIMIT : \$ 125.00

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05 AUG 22 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 19, 2005
ORDER TIME : 1:17 PM
ORDER NO. : 554018-005
CUSTOMER NO: 4300479
CUSTOMER: Jerry Nunes, Esq.
Curtis, Mallet-prevost, Colt
34th Floor
101 Park Avenue
New York, NY 10178-0061

FOREIGN FILINGS

NAME: MB EDEN LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. MB Eden LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. None
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. August 4, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8725 N.W. 18 Terrace, Suite 301, Miami, FL 33172
(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:

Lourdes Rodriguez

8725 N.W. 18 Terrace, Suite 301, Miami, FL 33172

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: Act as co-general partner of a Florida real estate limited liability limited partnership

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Roberto Chapur

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.

1. The name of the Limited Liability Company is:

MB Eden LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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, Florida Statutes.

Corporation Service Company

By:

Brian Courtney
Asst. V. Pres.

(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

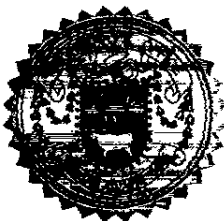
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MB EDEN 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 NINETEENTH DAY OF AUGUST, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MB EDEN LLC" WAS FORMED ON THE FOURTH DAY OF AUGUST, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4010456 8300

AUTHENTICATION: 4105058

050688184

DATE: 08-19-05