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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

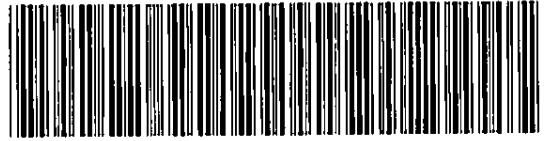
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RECEIVED
2021 AUG 17 AM 11:42
SECRETARY
TALLAHASSEE, FLORIDA

2021 AUG 17 PM 10:56

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 965417 7972777

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : August 17, 2021

ORDER TIME : 9:57 AM

ORDER NO. : 965417-040

CUSTOMER NO: 7972777

FOREIGN FILINGS

NAME: 2054 RIVERSIDE AVENUE (FL)
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT# 61594

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: 2054 Riverside Avenue (FL) LLC
_____ Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Name of Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person Area Code Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:
Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 2054 Riverside Avenue (FL) LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

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

4. Upon registration
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 233 S. Wacker Drive, Suite 4700 (Street Address of Principal Office)
Chicago, IL 60606
6. 233 S. Wacker Drive, Suite 4700 (Mailing Address)
Chicago, IL 60606

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

2021 APR 17 AM 10:56

Registered agent's acceptance:
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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature]
Corporation Service Company
(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: BREIT MF Legacy Holdings LLC	<input checked="" type="checkbox"/> Manager	Name: A.J. Agarwal
<input checked="" type="checkbox"/> Member	Address: 233 S. Wacker Drive, Suite 4700	<input type="checkbox"/> Member	Address: 345 Park Avenue
<input type="checkbox"/> Authorized Person	Chicago, IL 60606	<input type="checkbox"/> Authorized Person	New York, NY 10154
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input checked="" type="checkbox"/> Manager	Name: Kenneth A. Caplan	<input checked="" type="checkbox"/> Manager	Name: Frank Cohen
<input type="checkbox"/> Member	Address: 345 Park Avenue	<input type="checkbox"/> Member	Address: 345 Park Avenue
<input type="checkbox"/> Authorized Person	New York, NY 10154	<input type="checkbox"/> Authorized Person	New York, NY 10154
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input checked="" type="checkbox"/> Manager	Name: Giovanni Cutaia	<input checked="" type="checkbox"/> Manager	Name: Robert Harper
<input type="checkbox"/> Member	Address: 345 Park Avenue	<input type="checkbox"/> Member	Address: 345 Park Avenue
<input type="checkbox"/> Authorized Person	New York, NY 10154	<input type="checkbox"/> Authorized Person	New York, NY 10154
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Deondra Cephus

Signature of an authorized person

Deondra Cephus

Typed or printed name of signee

FLORIDA DEPARTMENT OF STATE

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

1351 South Federal (FL) Owner LLC

8. Names, titles or capacity and address of the primary managers or persons authorized to manage:

Name	Title	Address
Tyler Henritze	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Brian Kim	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Kathleen McCarthy	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Nadeem Meghji	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
William J. Stein	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Wesley LePatner	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Jacob Werner	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Michael Lascher	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
David Levine	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Michael Wiebolt	Senior Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Michael Anthony	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Doug Armer	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Anthony Beovich	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Ron Bernstein	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Byron Blount	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Andrea Drasites	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Adam Leslie	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Qahir Madhany	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Anthony F. Marone, Jr.	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
T. Max O'Neill	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Melissa Pianko	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Paul Quinlan	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Joseph Rocco	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Karen Sprogis	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Scott Trebilco	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Leon Volch yok	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Chris Graham	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Ryan Ingle	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Brian Kaufman	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Joshua Carson	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
John Prete	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
David Zackowitz	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Eric Wu	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Mike Forman	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Asim Hamid	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Marshall Nevins	Managing Director and Vice President	345 Park Avenue, New York, NY 10154
Brian Lin	Principal and Vice President	345 Park Avenue, New York, NY 10154
Anthony Cerrone	Principal and Vice President	345 Park Avenue, New York, NY 10154
Kelly Vohs	Chief Executive Officer	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Keith Dodds	Executive Vice President – Operations	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Pamela Cain	Executive Vice President – Finance	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Alison Brown	Senior Vice President - Operations	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Brett Fischer	Senior Vice President – Redevelopment	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Brian Killinger	Senior Vice President - Asset Management	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606

Jeff Sanford	Senior Vice President - Asset Management	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Julio Morales	Senior Vice President - Asset Management	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Erik Loedding	Senior Vice President – CapEx	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
David Danish	Senior Vice President – Revenue, Marketing & Strategic Initiatives	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Tom Minkowicz	Senior Vice President – Transactions	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Nicole Grimaldi	Chief Accounting Officer	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Michael Beringer	Vice President – Accounting	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Marc Lenihan	Senior Director – Treasury	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Marikay Klank	Vice President – Tax	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Joseph Valane	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Annie Wang	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Leslie Robelly	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Eric Leaner	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Lakecia Stanford	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Deondra Cephus	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606
Danielle Sands	Assistant Secretary	233 S. Wacker Drive, Suite 4700, Chicago, IL 60606

Delaware

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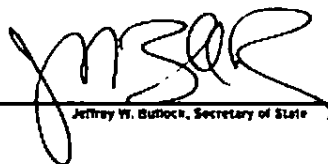
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "2054 RIVERSIDE AVENUE (FL) 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 AUGUST, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2054 RIVERSIDE AVENUE (FL) LLC" WAS FORMED ON THE THIRTEENTH DAY OF AUGUST, A.D. 2021.

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




Jeffrey W. Bullock, Secretary of State

6164046 8300

SR# 20212997081

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203934912

Date: 08-17-21