

Document Number Only
M98000000268

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name
Tallahassee, Florida 32301

Address
(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
March 20 PM 1:48

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-03/20/98--01088--007
***337.50 ***337.50

Tan Schragev Hotel Management LLC

- | | | |
|---|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | | |
| ☒ Limited Liability Company | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Foreign | | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Fict. Filing | ☐ Change of R.A. |
| ☐ Limited Liability Partnership | | ☐ UCC-1 UCC-3 |
| ☒ Certified Copy | ☐ Photo Copies | ☐ CUS |
| ☐ Call When Ready | ☐ Call if Problem | ☐ After 4:30 |
| ☒ Walk-In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

108-268

Name Availability	<i>OK 320</i>
Document Examiner	<i>JE</i>
Updater	<i>JE</i>
Verifier	<i>JE</i>
Acknowledgment	<i>JE</i>
W.P. Verifier	<i>JE</i>

3/20

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 4, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: IAN SCHRAGER HOTEL MANAGEMENT LLC
Ref. Number: W98000002561

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We have received your document for IAN SCHRAGER HOTEL MANAGEMENT LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT indicates that a total of \$40,816,327.00 of PROPERTY has been contributed to the company.

If this is so, then you must attach a BRIEF DESCRIPTION of the property. This DESCRIPTION can be VERY BRIEF. It need not be detailed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00006386

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. Ian Schrager Hotel Management LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 13-3966156
(FEI number, if applicable)

4. June 19, 1997
(Date of Organization)

5. December 31, 2025
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 235 West 46th Street
New York, NY 10036
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each manager member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Ian Schrager

MGRM

235 West 46th Street

New York, NY 10036

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Ian Schrager Hotel
Management LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ NONE
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$40,816,327 . ~~This cash total includes amounts from 2 and 3 above.~~
- * 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$40,816,327 . This total includes amounts from 2 and 3 above.


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

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* The Company manages the hotel property located at 1685 Collins Avenue, Miami,
FL, commonly known as The Delano Hotel.

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Ian Schrager Hotel
Management LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road
(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.

C T CORPORATION SYSTEM
BY: Bonnie A. Schuman 2/3/98
(Signature) (Date)
Bonnie A. Schuman, Asst. Secy.

FILING FEE: \$ 35 for Designation of Registered Agent

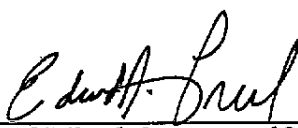
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IAN SCHRAGER HOTEL MANAGEMENT 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 THIRD DAY OF FEBRUARY, A.D. 1998.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8900355

DATE:

02-03-98