

M9900000683



ACCOUNT NO. : 072100000032
REFERENCE : 225552 4302267
AUTHORIZATION : Patricia Kuyut
COST LIMIT : \$ 285.00

ORDER DATE : May 3, 1999
ORDER TIME : 1:44 PM
ORDER NO. : 225552-005
CUSTOMER NO: 4302267

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CUSTOMER: Rita Dattola, Esq
Spitzer & Feldman P.c.
405 Park Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: BD-MORR HOTEL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Angie Glisar

RECEIVED
99 MAY -6 PM 2:28
TALLAHASSEE, FLORIDA

FILED
99 MAY -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/6/99

**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. BD-MORR HOTEL LLC
(Name of foreign limited liability company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3650085
(FEI number, if applicable)
4. April 23, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval of authorization to transact business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 300 South Pointe Drive, Suite 705, Miami Beach, FL 33139
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Jonathan Morr Group, LLC Member</u>			
<u>300 South Pointe Dr., Suite 705</u>			
<u>Miami Beach, FL 33139</u>			
<u>L99000001997</u>			
<u>BD Miami Beach LLC</u>	<u>Member</u>		
<u>Hotel Elysee, 60 East 54th St.</u>			
<u>New York, NY 10022</u>			

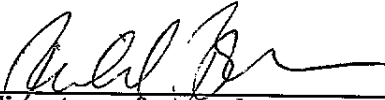
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of BD-Morr Hotel LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00 ;
(This total includes amounts from 2 and 3 above.)

BD-Morr Hotel LLC
By: BD Miami Beach LLC, Member

BY: 

Signature of a member or an 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.)

Richard Born

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

BD-Morr Hotel 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.

By: Mary Wheeler

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA

99 MAY -6 PM 3:50

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State of New York)
Department of State) ss:

I hereby certify, that BD-MORR HOTEL LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 04/23/1999, and that the limited liability company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of May
one thousand nine hundred and
ninety-nine.



J. Blush
Special Deputy Secretary of State

199905040512 51

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99 MAY - 6 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA