

m98000001495

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900002708809--6
-12/10/98--01048--011
*****285.00 *****285.00

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-12/10/98--01048--012
*****52.50 *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PHL-G.P., LLC
(Corporation Name) (Document #)
2. 00189-00644-01126-00524-00671
(Corporation Name) (Document #)
3. complete Affidavit
(Corporation Name) (Document #)
4. W9800002707
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/10 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Name Availability in
Document Examiner BB
Updater BB
U. C. L. Verifier BB
Acknowledgement BB
P. Verifier BB

98 DEC 10 AM 8:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 10 11:10
RECEIVED
DIVISION OF CORPORATIONS



Resubmit

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1998

Please back date

CAPITOL SERVICES

SUBJECT: PHL-GP, LLC
Ref. Number: W98000027707

We have received your document for PHL-GP, 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):

You failed to make the correction(s) requested in our previous letter.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please complete the affidavit.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00058408

RECEIVED
9 DEC 14 PM 4:11
DIVISION OF CORPORATIONS

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

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

1. PHL-GP, 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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. _____
(FEI number, if applicable)
4. October 2, 1998
(Date of Organization)
5. 2008
(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. c/o DLJ Real Estate Capital, Inc. 277 Park Avenue
New York, New York 10172
(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:
DLJ Real Estate Capital, Inc.	MGRM		
277 Park Avenue			
New York, NY 10172			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 AM 8:18

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHL-GP, 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 NINTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHL-GP, LLC" WAS FORMED ON THE SECOND DAY OF OCTOBER, 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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981473599

AUTHENTICATION: 9450787

DATE: 12-09-98

**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:

PHL-GP, LLC

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

c/o United Corporate Services, Inc. 801 Northeast 167 St. N. Miami Beach

(Name)

Florida 33162

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

(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.


(Signature)

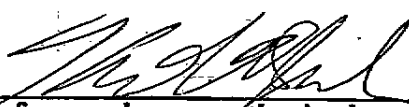
12-9-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of PHL-GP, LLC
deposes and says:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 380,474.75
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 380,474.75
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 380,474.75


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.)

Andrew P. Rifkin, Sr. VP of the Managing Member

Filing Fee: \$250.00 for Application and Affidavit