

**CORPORATE
ACCESS,
INC.**

M99000000378

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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QualiBection

1.) **2K South Beach Hotel, LLC**
(CORPORATE NAME & DOCUMENT #)

400002808144--2
-03/16/99--01090--012
****215.00 ****215.00

2.)
(CORPORATE NAME & DOCUMENT #)

400002808144--2
-03/16/99--01090--013
*****70.00 *****70.00

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

NYC 3/16/99 3/16/99

DIVISION OF CORPORATION

99 MAR 16 AM 10:19

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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:

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1. 2K South Beach Hotel, 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 3. n/a
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 16, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. February 16, 1999
(Date first transacted business in Florida: (See sections 608.501, 608.502, and 817.155, F.S.))

7. 925 Hotel Circle South
San Diego, CA 92103
(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: |
|---|--------|-----------------|--------|
| Herbert A. Meistrich 2251 San Diego Avenue Suite A-250 San Diego, CA 92110 | MGR | | |
| | | | |
| | | | |
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| | | | |
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| | | | |

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

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The undersigned member or authorized representative of a member of _____


2K South Beach 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 ;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 250,000 .
(This total includes amounts from 2 and 3 above.)



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.)

Ronald Neeley, President of RNLN, Inc., a General Partner of
RNLN Real Estate Advisors, L.P., a California limited partners

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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:

2K South Beach Hotel, LLC

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

Paracorp Incorporated

(Name)

236 East 6th Avenue

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

32303

FL

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.

Denise Zoller Assistant Secretary

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "2K SOUTH BEACH HOTEL, 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 SIXTEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2K SOUTH BEACH HOTEL, LLC" WAS FORMED ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9576649

DATE:

02-16-99