

Nov. 29. 2011 12: PM

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Florida Department of State
Division of Corporations
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L. SELLERS

NOV 30 2011

EXAMINER

To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : RITTER, ZARETSKY & LIEBER, LLP
Account Number : I20010000015
Phone : (305) 372-0933
Fax Number : (305) 704-8111

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dlieber@r2llaw.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN 1220 OCEAN ACQUISITION LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

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TALLAHASSEE, FLORIDA

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11 NOV 29 PM 11: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1220 OCEAN ACQUISITION LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

OREN LIEBER, ESQ.

Name of Person

RITTER ZARETSKY & LIEBER, LLP

Firm/Company

2915 BISCAYNE BLVD., SUITE 300

Address

MIAMI, FLORIDA 33137

City/State and Zip Code

OLIEBER@RZLLAW.COM

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

For further information concerning this matter, please call:

OREN LIEBER, ESQ.

Name of Person

at (305)

372-0933

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$25 Filing Fee

\$30 Filing Fee &
Certificate of Status

\$55 Filing Fee &
Certified Copy

\$60 Filing Fee,
Certificate of Status &
Certified Copy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 NOV 29 PM 11:00

FILED

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: 1220 OCEAN ACQUISITION LLC

2. Jurisdiction of its organization: DELAWARE

3. Date authorized to do business in Florida: 11/02/2011

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____

5. New name of the limited liability company: _____
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

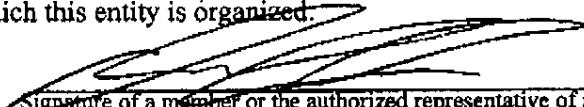
6. If the amendment changes the period of duration, indicate new period of duration: _____

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: SEE ATTACHED EXHIBIT "A" REFLECTING CORRECT/REVISED

NAME OF THE MANAGER OF COMPANY.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

OREN LIEBER, AUTHORIZED REP.
Typed or printed name of signee

EXHIBIT "A"

TO AMENDMENT FOR 1220 OCEAN ACQUISITION LLC

No. 8 is here of Amendment is hereby amended to reflect the following correction:

REMOVE: MANAGER:
 W. Edward Scheetz

ADD: MANAGER:
 1220 OCEAN ACQUISITION MANAGEMENT LLC
 218 Clapboard Ridge Road
 Greenwich, CT 06831

All other items remain the same.

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1220 OCEAN ACQUISITION 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 FIRST DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "1220 OCEAN ACQUISITION LLC" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2011.

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



5037388 8300

111153394

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9127170

DATE: 11-01-11