

Division

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Account Name : C T CORPORATION SYSTEM
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FOREIGN LIMITED PARTNERSHIP

Rose Mezzanine SPE, LP

Certificate of Status	2
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Rose Mezzanine SPE, LP
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. 10/29/2003
(State of Formation) (Date of Formation)
5. C T Corporation System
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
- Plantation Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System
By: PETER F. SOUZA
(Agent must sign on this line)
8. 450 S. Orange Avenue, Orlando FL 32801
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Rose Mezzanine SPE GP, LLC, 450 S. Orange Avenue, Orlando FL 32801
103-3465
10. 450 S. Orange Avenue, Orlando FL 32801
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. PO Box 4920, Orlando FL 32802-4920

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of October 2003

Bernard J. Angelo

General Partner Bernard J. Angelo, President of General Partner

STATE OF New York

COUNTY OF Suffolk

On this 30th day of October, 2003

Bernard J. Angelo, personally appeared before me,

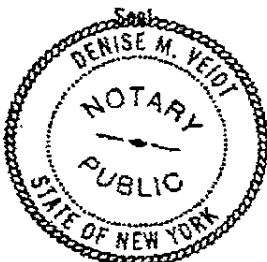
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise M. Veidt
(Notary Public Signature)

Denise M. Veidt
(Notary's Printed Name)

My Commission Expires: July 28, 2007



DENISE M. VEIDT
Notary Public, State of New York
No. 01VE6066171
Qualified in Suffolk County
Commission Expires July 28, 2007

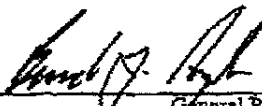
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Bernard J. Angelo President of Rose Mezzanine SPE GP, LLC,
a general partner of Rose Mezzanine SPE, LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 337,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,950.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of October, 2003.



General Partner
Bernard J. Angelo, President of General Partner

STATE OF New York
COUNTY OF Suffolk

On this 30th day of October, 2003,

Bernard J. Angelo, personally appeared before me,

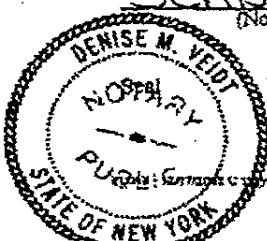
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Denise M. Veidt
(Notary Public Signature)

Denise M. Veidt
(Notary's Printed Name)

My Commission Expires: July 28, 2007



DENISE M. VEIDT
Notary Public, State of New York
No. 01VE0090171
Qualified in Suffolk County
Commission Expires July 28, 2007