

JAN. 2008

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NO. 276

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FLORIDA/FOREIGN LP/LLLP

RELATED CORPORATE XV SLP, L.P.

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EXAMINER

JAN. 8. 2008 1:38PM

C S C

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. Related Corporate XV SLP, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. January 14, 2000

(Date of Formation)

4. Corporation Service Company

(Name of Registered Agent for Service of Process)

5. 1201 Hays Street

(Florida street address for Registered Agent)

Tallahassee, FL 32301

6. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

Signature of Registered Agent

Jeanine Reynolds

as its agent

7. c/o Centerline Capital Group, 625 Madison Ave.

(Principal office address)

New York, New York 10022

8. If limited partnership is a limited liability limited partnership, check box

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9. c/o Centerline Capital Group, 625 Madison Ave.

(Mailing address)

New York, New York 10022

10. Name, principal office address, and mailing address of each general partner:

M08000000125
RCC Asset Managers XV L.L.C.

(Name)

c/o Centerline Capital Group

(Street Address)

625 Madison Ave.

New York, New York 10022

(Mailing Address)

n/a

(Name)

(Street Address)

(Mailing Address)

n/a

(Name)

(Street Address)

(Mailing Address)

n/a

(Name)

(Street Address)

(Mailing Address)

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n/a _____
 (Name) (Street Address)

_____ (Mailing Address)

n/a _____
 (Name) (Street Address)

_____ (Mailing Address)

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11. Effective date, if other than the date of filing: upon filing

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 7th day of January, 20 08

Signature of a general partner:

RELATED CORPORATE XV SLP, L.P.
 By: RCC Asset Managers XV L.L.C.,
 its general partner
 By: Centerline Manager LLC,
 its manager
 By: Marc D. Schmitzer
 Name: Marc D. Schmitzer
 Title: Chief Executive Officer

Filing Fees: \$1,000.00 (S965 Filing Fee and \$35 Registered Agent Fee)
 Certified Copy (optional): \$52.50
 Certificate of Status (optional): \$8.75

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RELATED CORPORATE XV SLP, L.P." 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 SEVENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RELATED CORPORATE XV SLP, L.P." WAS FORMED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2000.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6289406

DATE: 01-07-08

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