

Document Number Only

B 95000000474

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

600001673386

-12/28/95--01080--028

***1750.00 ***1750.00

600001673386

-12/28/95--01080--029

*****35.00 *****35.00

600001673386

-12/28/95--01080--030

*****52.50 *****52.50

Nassau Brickell Associates limited Partnership

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☒ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name	12/26/95
Availability	DEC
Document Examiner	DEC
Updater	DEC
Verifier	DEC
Acknowledgment	DEC
W.P. Verifier	DEC

CR2E031 (1-89)

B 95000000474

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C. TAX

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REFUND

1785.00

52.50

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95 DEC 26 PM 1:00
FILED
TALLAHASSEE, FLORIDA
RECEIVED
95 DEC 28 AM 11:41
TALLAHASSEE, FLORIDA

35,206.50

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Nathan Brickell Associates Limited Partnership
(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
(State of Formation)
 4. 12/22/95
(Date of Formation)
 5. CT Corporation System
(Name of Registered Agent for Service of Process)
 6. 660 East Jefferson Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
 7. Acceptance by the Registered Agent for Service of Process.
Jonathan Diddings
(Agent must sign on this line)
 8. 1209 Orange Street, Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
 9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|---|--|
| <u>TSGP, Inc.</u>
<u>F95 000003497</u> | <u>c/o The Taylor Simpson Group</u>
<u>One Rockefeller Plaza</u>
<u>New York, New York 10020</u> |
|---|--|
-
10. c/o The Taylor Simpson Group, One Rockefeller Plaza, NY, NY 10020
(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 cancelled or withdrawn.

 FILED
 95 DEC 26 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SENT BY:STR R-G

:12-21-95 : 19:02 : SIMPSON THACHER RO-#1007793001106026911: 3/ 0

SENT BY:Xerox Telecopier 7021 :12-20-95 : 18:55 :

3818802-

212-455-2902 EA: 8

12. c/o The Taylor Simpson Group

One Rockefeller Plaza, NY, NY 10020

(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.

This day of 22, December, 19 95

TSGP, Inc.

Marguerite Mitchell

General Partner

Marguerite Mitchell
vice president

STATE OF New York

COUNTY OF New York

On this 22 day of December, 19 95

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Regina Monahan

(Notary Public Signature)

REGINA MONAHAN

(Notary's Printed Name)

REGINA MONAHAN

Notary Public, State of New York

No. 31-4826010

Qualified in New York County

Commission Expires April 30, 1996

Seal

My Commission Expires:

SENT BY:Xerox Telecopier 7021 :12-20-95 : 18:55 :

3810002-

12-455-2502 EA: 0

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared TS6 P, Inc.
 a general partner of NASSAU BRICKELL ASSOCIATES, Limited Partnership
 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 \$ 5,396,520.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,396,520.

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.

This 22 day of December, 1995.

TS6 P, Inc
 By: Marguerite T. Mitchell
 General Partner
 or President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 22 day of DECEMBER, 1995, MARGUERITE T. MITCHELL

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Regina Monahan
 (Notary Public Signature)
REGINA MONAHAN
 (Notary's Printed Name)

A MONAHAN
 Notary Public, State of New York
 No 31-4826010

Qualified in New York County

Commission Expires April 30, 1998

Seal

My Commission Expires:

Document Number Only

B95000000474

C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

600001673386
-12/28/95--01080--028
***1750.00 ***1750.00
600001673386
-12/28/95--01080--029
*****35.00 *****35.00
600001673386
-12/28/95--01080--030
*****52.50 *****52.50

FILED
95 DEC 26 PM 1:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Nassau Brickell Associates limited Partnership

- | | | |
|---|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | | |
| ☐ Limited Liability Company | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☒ Foreign | ☐ Annual Report | ☐ Other |
| ☒ Limited Partnership | ☐ Reservation | ☐ Change of R.A. |
| ☐ Reinstatement | ☐ Photo Copies | ☐ Fictitious Name |
| ☒ Certified Copy | ☐ Call When Ready | ☐ CUS/ G/S |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

Name	12/26/95
Availability	DCC
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Verifier	DCC
Acknowledgment	DCC
W.P. Verifier	DCC

CR2E031 (1-89)

B95000000474

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C. TAX
FEE
R.
C.
T.
H.
BALANCE DUE
REFUND

1785.00
52.50
75
\$5,296.50

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212-455-2502 EA:0 7

Florida Department of State, Sandra B. Morham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Mansau Brickell Associates Limited Partnership
(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. 12/22/95
(State of Formation) (Date of Formation)
 5. CT Corporation System
(Name of Registered Agent for Service of Process)
 6. 660 East Jefferson Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
 7. Acceptance by the Registered Agent for Service of Process.
Jonathan Diddings
(Agent must sign on this line)
 8. 1209 Orange Street, Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
 9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|--|--|
| <u>TSGP, Inc.</u>
<u>F95 00000 3497</u> | <u>c/o The Taylor Simpson Group</u>
<u>One Rockefeller Plaza</u>

<u>New York, New York 10020</u> |
|--|--|
-
10. c/o The Taylor Simpson Group, One Rockefeller Plaza, NY, NY 10020
(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 cancelled or withdrawn.

FILED

95 DEC 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:STR R-G

:12-21-95 : 19:02 : SIMPSON THATCHER RG-#1067793001106726919: 3/ 0

SENT BY:Xerox Telecopier 7021 :12-20-95 : 10:55 :

2010002-

212-465-2602 EA:0 8

12. c/o The Taylor Simpson Group

One Rockefeller Plaza, NY, NY 10020

(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.

This day of 22, December, 19 95

TSGP, Inc.

[Signature]

General Partner

Marguerite H. Thatch
Vice President

STATE OF New York

COUNTY OF New York

On this 22 day of December, 19 95, MARGUERITE THATCH

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

REGINA MONAHAN
(Notary's Printed Name)

REGINA MONAHAN

Notary Public, State of New York

No. 31-4826010

Qualified in New York County

Commission Expires April 30, 1996

Seal

My Commission Expires:

SENT BY: Xerox Telecopier 7021 :12-20-95 : 18:55 :

3818882-

212-455-2502 EA: 8 8

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared TS6 P, Inc.
 a general partner of NASSAU BRICKELL ASSOCIATES, Limited Partnership
 hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,296,520.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,296,520.

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.

This 22 day of December, 1995.

TS6 P, Inc
 By: Marguerite T. Mitchell
 General Partner
 via president

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 22 day of DECEMBER, 1995, MARGUERITE T. MITCHELL

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Regina Monahan
 (Notary Public Signature)
REGINA MONAHAN
 (Notary's Printed Name)

Notary Public, State of New York
 No. 31-4826010

Qualified in New York County

Commission Expires April 28, 1998

Seal

My Commission Expires:

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 21 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
B9500000474

NASSAU BRICKELL ASSOCIATES LIMITED PARTNERSHIP

Mailing Address

% THE TAYLOR SIMPSON GROUP
ONE ROCKEFELLER PLAZA
NEW YORK NY 10020

Principal Office Address

% THE TAYLOR SIMPSON GROUP
ONE ROCKEFELLER PLAZA
NEW YORK NY 10020

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
12/26/1995

3a. Date of Last Report

4. State or Country of Formation
DE

5a. Capital Contribution, as shown
on Record
\$5,296,500.00

5b. Amount of Capital Contributions in
FLORIDA to date
5,355,045-

6. FEI number
13-3870756

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
600 EAST JEFFERSON STREET
TALLAHASSEE FL 32301**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Accepted)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

TSGP, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

ONE ROCKEFELLER PLAZA

11b. City, State & Zip Code

NEW YORK NY 10020

11c. Registration/
Document Number

F95000003407

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability or non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true, accurate and that my signature still have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 689, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

KENNETH SIMPSON

Telephone Number

(212) 632-6900

0002798

CR2E003 (11/95)

B950000000474

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 12 PM 3:28

600001744416
-03/15/96-01039-010
*****52.50 *****52.50

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

C. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY _____
TOTAL 52.50
V. STATE _____
FEE DUE _____
STAMP _____

3/12/96

h/n

JAN-03-1996 18:34

212 315 7978

**CERTIFICATE OF AMENDMENT
TO**

**APPLICATION FOR REGISTRATION
OF**

NASSAU BRICKELL ASSOCIATES LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

Paragraph 9 (Names of General Partners) is amended by deleting the name "TSGP, Inc." and substituting the name "Mezzanine Investors Partners" in its place.

address for new general partner: One Rockefeller Plaza
New York, NY 10020

MEZZANINE INVESTORS PARTNERS

BY: TAYLOR SIMPSON CAPITAL MANAGEMENT, LP

BY: TSGP INC

[Signature]
(Signature of a General Partner)

PAUL E. TAYLOR III, PRESIDENT

(Typed or printed name of General Partner signing above)

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 19th day of January, 19 96,
personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of

[Signature]
(Notary Public Signature)

REGINA MONAHAN
(Notary's Printed Name)

REGINA MONAHAN

Notary Public, State of New York

My Commission Expires 4/30/96

Qualified in New York County

Commission Expires April 30, 1996

Seal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 12 PM 3:28

B95000000474

Nassau Brickell Associates Limited Partnership
% The Taylor Simpson Group
One Rockefeller Plaza
New York, NY 10020

800001722298
-02/23/96--01026--017
*****409.81 *****409.81

FILED
96 FEB 21 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

increasing contributions
to \$5,355,045.00

B95000000474

Name	
Availability	
Document Examiner	
Editor	
Reviewer	
Admission Judgement	DCC
W. P. Verifier	DCC

G. TAX	
FILED	409.81
R. S.	
C.	
T.	
N. I.	
B. I.	DUE
REFUND	

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN
LIMITED PARTNERSHIP**

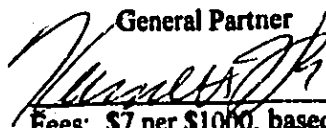
The undersigned general partners of NASSAU BRICKELL ASSOCIATES, L.P.
a(an) DELAWARE limited partnership,
executed this supplemental affidavit filed pursuant to section 620. 176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is \$ 5,355,045.

This 16 day of FEBRUARY, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the following and that the facts are
true, to the best of my knowledge and belief.

General Partner


Fees: \$7 per \$1000, based on the additional contributions
Minimum \$52.50 - Maximum \$1750

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 21 PM 3:45

FILED

395000000474

Nassau Brickell Associates L.P.

% The Taylor Simpson Group

One Rock Center Plaza

New York, NY 10020

City/State/Zip

Phone #

Office Use Only

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

1. (Corporation Name) (Document #) 300002043779--5
-01/03/97--01012--005
***1750.00 ***1750.00
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 11:15

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment Supplemental Affidavit
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

\$5,985.046.00

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

C. TAX _____
FILING 1.750.00
R. AGENT FEE _____
C. EMP _____
TO: _____
N. BASE _____
BALANCE DUE _____
REFUND _____

Examiner's Initials

des

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN
LIMITED PARTNERSHIP**

The undersigned general partners of NISSAN BRICKELL ASSOCIATES, L.P.
DELAWARE, a(an) limited partnership,
executed this supplemental affidavit filed pursuant to section 520. 176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is \$ 5,985,045.

This 13th day of DECEMBER, 19 96

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the following and that the facts are
true, to the best of my knowledge and belief.

General Partner



Fees: \$7 per \$1000, based on the additional contributions
Minimum \$52.50 - Maximum \$1750

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 11:15