

1201 HAYS STREET
TALLAHASSEE, FL 32306

800-342-8086

1396000000026
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96 JAN 12 PM 2:36
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 000709 4331602
AUTHORIZATION : Patricia P. [signature]
COST LIMIT : \$ 1,785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 JAN 16 AM 10:29

ORDER DATE : January 12, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 000709

CUSTOMER NO: 4331602

900001688899

CUSTOMER: Yolanda Bartee, Legal Asst.
Munsch, Hardt, Kopf, Harr &
1445 Ross Avenue
4000 Fountain Place
Dallas, TX 75202

FOREIGN FILINGS

NAME: BR MIAMI AIRPORT LEVEL I, LTD.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

Florida Department of State, Jim Smith, Secretary of State

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

SECRET
DIVISION OF CORPORATE REGISTRATION
96 JAN 16 AM 10:29

1. BR Miami Airport Level I, L.P.

(Name of limited partnership as it is in the home state;

2. BR Miami Airport Level I, Ltd.

(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. 1/5/96

(Date of Formation)

5. The Prentice-Hall Corporation System, Inc.

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street

(Street Address of Registered Office)

Tallahassee

(City)

Florida

32301

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

The Prentice-Hall Corporation System, Inc.

By: Marcia Havner

Marcia Havner,

(Agent must sign on this line)

AS Agent

1-12-96

8. 1013 Centre Road, Wilmington, DE 19805-1297

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

BR Miami Airport GenPar, Inc.,
a Delaware corporation

SPECIFIC ADDRESS

2200 Ross Avenue
Suite 4200 West
Dallas, Texas 75201

F-96000000233

10. 2200 Ross Avenue, Suite 4200 West, Dallas, Texas 75201

(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 2200 Ross Avenue, Suite 4200 West, Dallas, Texas 75201

(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
96 JAN 16 AM 10:29

This 10th day of January, 19 96
BR MIAMI AIRPORT GENPAR, INC.

By: Michele A. Wimpling
General Partner,
Michele A. Wimpling

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day
of January, 19 96, by Michele A. Wimpling (Name of General Partner) ##

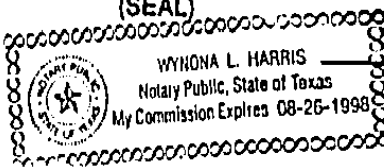
Vice President of BR Miami Airport GenPar, Inc.

(Name of Limited Partnership), A Delaware corporation (State or Country) Delaware
Partnership, on behalf of the Limited Partnership.

Wynona L. Harris
Notary Public

State of Texas at Large

(SEAL) My Commission Expires:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Michele A. Wimpling, Vice President of general partner of BR Miami Airport Level I, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,500,000.

This 10th day of January, 1996

FURTHER AFFIANT SAYETH NOT.

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

General Partner
BR MIAMI AIRPORT GENPAR, INC.

By: Michele A. Wimpling, Vice President

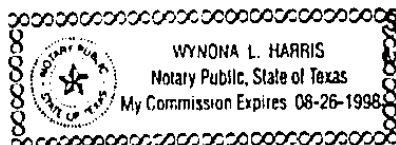
STATE OF TEXAS
COUNTY OF DALLAS
DATE January 10, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michele A. Wimpling, Vice President (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit on behalf of the General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of January, 1996.

Wynona L. Harris
Notary Public

Seal



State of TEXAS at Large
My Commission Expires: _____

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96 JAN 16 MID-29
OFFICE OF THE CLERK

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LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 007731 4331602

AUTHORIZATION : BY

COST LIMIT : \$52.50

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL -2 PM 12:50

ORDER DATE : July 2, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 007731

CUSTOMER NO: 4331602

CUSTOMER: Yolanda Bartee, Legal Asst.
Munsch, Hardt, Kopf, Harr &
1445 Ross Avenue
4000 Fountain Place
Dallas, TX 75202

200001881662

FOREIGN FILINGS

NAME: BR MIAMI AIRPORT LEVEL I, L.P.

XX PROFIT
NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

7/2/96
B/K

CONTACT PERSON: Karen B. Rozar

CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP

To the Secretary of State
State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -2 PM 12:50

It is hereby certified that:

1. BR Miami Airport Level I, L.P. doing business in Florida as BR Miami Airport Level I, Ltd., a foreign limited partnership formed under the laws of the State of Delaware, hereby cancels its registration in the State of Florida.

2. The undersigned is a general partner of the aforesaid foreign limited partnership.

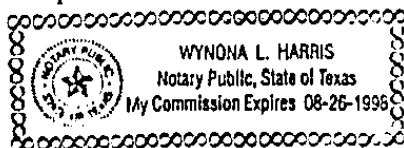
Signed on this 1st day of July, 1996.

BR MIAMI AIRPORT GENPAR, INC.,
a Delaware corporation, general partner

By: Michele A. Wimpling
Michele A. Wimpling, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

The foregoing instrument was acknowledged and sworn to before me this 1st day of July, 1996, by Michele A. Wimpling, Vice President of the General Partner of BR Miami Airport Level I, L.P., a limited partnership formed under the laws of the State of Delaware, on behalf of the limited partnership.



Wynona L. Harris
Notary Public in and for the State of Texas

My Commission Expires:

08/26/98