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ACCOUNT NO. : 072100000032

REFERENCE : 877604 4303929

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

FILED
00 NOV 16 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 26, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 877604-005

CUSTOMER NO: 4303929

800003467558--9

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.
1221 Brickell Avenue

Miami, FL 33131-3238

FOREIGN FILINGS

NAME: SOUTH BEACH OCEAN PARCEL II,
G.P., INC.

XXXX QUALIFICATION (TYPE: CO)

B

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 NOV 16 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

SM 11/16

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

00 NOV 16 AM 9:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **SOUTH BEACH OCEAN PARCEL II, G.P., INC.**

(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. **DELAWARE**

(State or Country under the law of which is incorporated)

3. **APPLIED FOR**

(F.E.I Number, if applicable)

4. **OCTOBER 25, 2000**

(Date of Incorporation)

5. **PERPETUAL**

(Duration: Year corporation will cease to exist or "Perpetual")

6. **UPON FILING**

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. **C/O CONTINUUM COMPANY, LLC, 667 MADISON AVENUE, NEW YORK, NY 10021**

(Current Mailing Address; please include city, state & zip code)

8. **ANY LAWFUL BUSINESS**

(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)

9. **NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, FLORIDA 32301-2607
(Zip Code)

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Deborah D Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. Secretary

Date: November 16, 2000

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this

application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

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TALLAHASSEE, FLORIDA

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTOR:

Director: BRUCE EICHNER

Address: C/O CONTINUUM COMPANY, LLC, 667 MADISON AVENUE, NEW YORK, NY 10021

Director: STUART EICHNER

Address: C/O CONTINUUM COMPANY, LLC, 667 MADISON AVENUE, NEW YORK, NY 10021

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TALLAHASSEE, FLORIDA

B. OFFICERS:

President: NO OFFICERS

Address: _____

Treasurer: _____

Address: _____

Secretary: _____

Address: _____

(NOTE: If necessary, you may attach an addendum to the application listing any additional officers and/or directors.)

13. _____

Date: November 14, 2000.

(Signature of Chairman, Vice Chairman, or any Officer listed in #12)

14. BRUCE EICHNER DIRECTOR

(Print or type Name and Title of person signing this application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BEACH OCEAN PARCEL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2000.

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SECRETARY OF STATE
TAMMISSELE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0795355

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DATE: 11-15-00