

FD400000000186

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000007138 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Angie C. Pender, Legal Asst.
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

04 JAN 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

FOREIGN PROFIT QUALIFICATION

DOUGLAS GP SPE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

11364-085116

RECEIVED
04 JAN 12 PM 1:36
DIVISION OF CORPORATIONS

Electronic Filing Manual

Corporate Filing

Public Access Help

JB
1-1204

(H04000007138 3)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DOUGLAS QP SPE, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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 it is incorporated)
3. 80-0090694
(FEI number, if applicable)
4. DECEMBER 18, 2003
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. C/O COLONNADE PROPERTIES, LLC ONE ROCKEFELLER PLACE, SUITE 2300, NEW YORK, NY 10020
(Principal office address)
C/O COLONNADE PROPERTIES, LLC ONE ROCKEFELLER PLACE, SUITE 2300, NEW YORK, NY 10020
(Current mailing address)
8. TO SERVE AS GENERAL PARTNER OF A LIMITED PARTNERSHIP
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: American Information Services, Inc.
Office Address: One Southeast Third Avenue, 28th Floor
Miami, Florida 33131
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as 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.

American Information Services, Inc.

By: Nery C. Toledo, Asst. Sec.
Nery C. Toledo, Assistant Secretary

APPROVED
AND
FILED
04 JAN 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(H04000007138 3)

(H04000007138 3)

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

12. Names and business addresses of officers and/or directors:

A. DIRECTORS (See attached Addendum)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JOSEPH S. SAMBUCCO (SOLE DIRECTOR)

Address: C/O COLONNADE PROPERTIES LLC

ONE ROCKEFELLER PLAZA, SUITE 2300, NEW YORK, NY 10020

Director: _____

Address: _____

B. OFFICERS

President: JOSEPH S. SAMBUCCO

Address: C/O COLONNADE PROPERTIES LLC

ONE ROCKEFELLER PLAZA, SUITE 2300, NEW YORK, NY 10020

Vice President: JEFFREY B. FELDMAN

Address: C/O COLONNADE PROPERTIES LLC

ONE ROCKEFELLER PLAZA, SUITE 2300, NEW YORK, NY 10020

Secretary: JEFFREY B. FELDMAN

Address: C/O COLONNADE PROPERTIES LLC

ONE ROCKEFELLER PLAZA, SUITE 2300, NEW YORK, NY 10020

Treasurer: JOSEPH S. SAMBUCCO

Address: C/O COLONNADE PROPERTIES LLC

ONE ROCKEFELLER PLAZA, SUITE 2300, NEW YORK, NY 10020

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

SEE ADDENDUM FOR ADDITIONAL OFFICERS

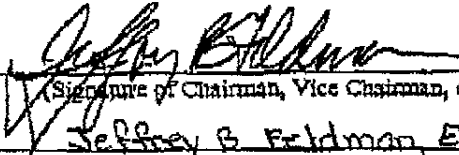
APPROVED
AND
FILED
04 JAN 12 PM 4:55
SECRETARY OF STATE
ALBANY, NY 12242

JAN-12-04 12:20PM FROM-

T-024 P.04/08 F-508

(H04000007138 3)

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 13 of the application)

14.

Jeffrey B. Feldman Executive Vice President

(Typed or printed name and capacity of person signing application)

(H04000007138 3)

APPROVED
AND
FILED

04 JAN 12 PM 1:55

SECRETARY U.S. STATE
TALLAHASSEE, FLORIDA

(H04000007138 3)

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

ADDITIONAL OFFICERS

DAWN M. DRIESSEN
SENIOR VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

CHRISTOPHER B. GLINSKI
SENIOR VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

MICHAEL H. MANEY
EXECUTIVE VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

MATTHEW A. MITCHELL
VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

ROGER T. MULLARKEY
SENIOR VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

KAREN VUKOVICH
VICE PRESIDENT
C/O COLONNADE PROPERTIES LLC
ONE ROCKEFELLER PLAZA, SUITE 2300
NEW YORK, NY 10020

(H04000007138 3)

AND
FILED
04 JAN 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

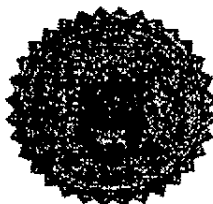
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOUGLAS GP SPE, 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 NINTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DOUGLAS GP SPE, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

(H04000007138 3)

3744166 8300

040017037

AUTHENTICATION: 2861311

DATE: 01-09-04