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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Leisura II Funding Company

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	<del>\$78.75</del>

87.50

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04 MAY 21 AM 7:55  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY-21-2004 15:59

CT CORPORATION

P.02

### TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Leisure II Funding Company  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tara Nyack  
(Name of Person)

Stroock & Stroock & Lavan LLP  
(Firm/Company)

522 Fifth Avenue  
(Address)

New York, NY 10036  
(City/State and Zip code)

For further information concerning this matter, please call:

Tara Nyack at ( 212 ) 806-6404  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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MAY 21 2004

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# 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. Leisure XX Funding Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-1123211

(FEI number, if applicable)

4. May 14, 2004

(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. 522 Fifth Avenue, New York, NY 10036

(Principal office address)

522 Fifth Avenue, New York, NY 10036

(Current mailing address)

8. Holding title to real property for tax exempt pension trust.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

CT Corporation System

Ann Laskowski

(Registered agent's signature)

5/21/04 ANN LASKOWSKI

Vice President

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:

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04 MAY 21 AM 8:43  
SECRET  
ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED  
DATE 05-21-2004 BY 60322

**A. DIRECTORS**Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Matthew C. Albani

(Signature of Director or Officer listed in number 12 of the application)

14. Matthew C. Carbone - V.P. / Secy

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

**FILED**  
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 SEATTLE  
 WASHINGTON  
 U.S. DISTRICT COURT  
 PACIFIC DISTRICT OF

**OFFICER AND DIRECTOR LIST  
FOR THE  
STRATEGIC PROPERTY FUND  
AND THE  
SPECIAL SITUATION PROPERTY FUND**  
(311481.0549/0550)

**DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Alfred W. Dort	522 Fifth Avenue, New York, NY 10036

**OFFICERS**

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kimberly A. Adams	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	J. Daniel Adkinson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Tara A. Andrews	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph K. Azelby	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lola Bellini	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Blake R. Berg	522 Fifth Avenue, New York, NY 10036

SECRETARY OF  
TALLAHASSEE, FLORIDA

04 MAY 21 AM 8:43

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Donna Bergman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	M. Douglas Bisset	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Barbara Bernard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mark J. Bonapace	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Allina F. Boohoff	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nancy E. Brown	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mary Ann Cate	522 Fifth Avenue, New York, NY 10036
Vice President and Secretary	Matthew C. Carbone	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David Chen	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stacy Y. Cheng	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Edwin K. Chin	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Wayne A. Comer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Sheryl M. Crosland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Robert D. Curran	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Susan Connery	522 Fifth Avenue, New York, NY 10036

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FALLASSISTANT SECRETARY

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Amy C. Cummings	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel R. Daly	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph B. Dobronyi	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Etienne E. Locoh-Donou	522 Fifth Avenue, New York, NY 10036
Secretary and Treasurer	Alfred W. Dort	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joanne Douvas	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Duignan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence D. Ellman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dave Esrig	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence J. Fuchs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ethel Gavrilova	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kirk E. Guinee	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Erik Grabowski	522 Fifth Avenue, New York, NY 10036

TAX  
AH  
SEE  
FLORIDA

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Steven M. Greenspan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Edward P. Hennessey	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne R. Hoagland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yi-Shan Huang	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Klayre L. Ingerton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Eric W. Johnson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ellie O. Kerr	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dennis Keyes	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jennifer L. Kim	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Susan M. Kolasa	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin D. Krebs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Reza A. Khan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas P. Lawrence	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Scott M. MacDonald	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephen R. Malley	522 Fifth Avenue, New York, NY 10036

STATE OF FLORIDA  
CLERK OF THE COURT  
JANUARY 21, 2004

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Steven J. Mastrovich	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin Meng	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hester S. Muis	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin M. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephan T. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Muscat	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Julie Negron	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Peter J. Nicoletti	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	George L. Ochs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael P. O'Brien	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Elizabeth T. Propp	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Donald J. Rederscheid, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jennifer Jones Robertson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dianna Russo	522 Fifth Avenue, New York, NY 10036

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JULIA M. SEARLES

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Frederick N. Sheppard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Uday P. Shah	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jose D. Sitten	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hilary J. Spano	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Saul E. Sternschein	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Daniel Volpano	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Craig A. Theirl	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yetta Y. Tropper	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James M. Walsh	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Winter	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Temra B. Wollman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steve Zaun	522 Fifth Avenue, New York, NY 10036

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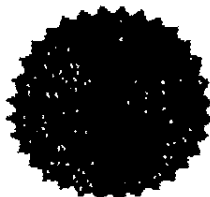
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEISURA II FUNDING COMPANY" 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 TWENTY-FIRST DAY OF MAY, A.D. 2004.

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

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AUTHENTICATION: 3126315

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DATE: 05-21-04

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