

**F05000001002**

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To:  
Division of Corporations  
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From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

**FOREIGN PROFIT QUALIFICATION  
DOWNTOWN MIAMI MANAGEMENT INC.**

Certificate of Status	1
Certified Copy	1
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDAIN 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. Downtown Miami Management Inc.  
(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 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 15, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2711 Centerville Road, Suite 400, Wilmington, DE 19801  
(Principal office address)
- c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor New York, New York 10176  
(Current mailing address)

8. Act as Manager  
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(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.*

Corporation Service Company  
By: Cynthia L. Harris  
(Registered agent's signature)

**Cynthia L. Harris**  
as its agent

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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**A. DIRECTORS**Chairman: Andrew S. PensonAddress: c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor New York, New York 10176

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

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

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

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

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

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

**B. OFFICERS**President: Andrew S. PensonAddress: c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor New York, New York 10176Vice President: NONE

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

Secretary: Andrew S. PensonAddress: c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor New York, New York 10176Treasurer: Andrew S. PensonAddress: c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor New York, New York 10176

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

13.   
(Signature of Director or Officer listed in number 12 of the application)14. Andrew S. Penson, President, Secretary and Treasurer  
(Typed or printed name and capacity of person signing application)

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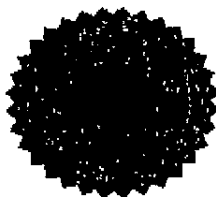
# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOWNTOWN MIAMI MANAGEMENT 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 TWENTY-SECOND DAY OF MARCH, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DOWNTOWN MIAMI MANAGEMENT INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MARCH, A.D. 2005.



3941058 8300

050235748

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3760960

DATE: 03-22-05

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