



H090001394793

**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. Fontainebleau Las Vegas Capital Corp.**

(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. 20-8897822**

(FBI number, if applicable)

**4. April 20, 2007**

(Date of incorporation)

**5. Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. February 27, 2009**

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

**7. c/o Howard C. Karawan, 19950 West Country Club Drive, Aventura, FL 33180**

(Principal office address)

**c/o Howard C. Karawan, 19950 West Country Club Drive, Aventura, FL 33180**

(Current mailing address)

**8. Any lawful business**

(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: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

**Plantation**

(City)

, Florida **33324**

(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.*

  
(Registered agent's signature)

**Madonna Cuddihy  
Special Assistant Secretary**

**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.**

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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

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

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

Director: Albert KotiteAddress: c/o 19950 West Country Club Drive, Aventura, Florida 33180Director: Jeffrey SofferAddress: c/o 19950 West Country Club Drive, Aventura, Florida 33180**B. OFFICERS**President: See Attached Addendum.

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. \_\_\_\_\_

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

14. Howard C. Karawan, Chief Restructuring Officer

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

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TALLAHASSEE, FLORIDA

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**FONTAINEBLEAU LAS VEGAS CAPITAL CORP.**

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

**B. OFFICERS**

Chief Restructuring Officer: Howard C. Karawan

Address: 19950 West Country Club Drive, Aventura, Florida 33180

Secretary: Whitney Thier

Address: 19950 West Country Club Drive, Aventura, Florida 33180

Treasurer: Jim Freeman

Address: 19950 West Country Club Drive, Aventura, Florida 33180

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# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FONTAINEBLEAU LAS VEGAS CAPITAL CORP." 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 JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED  
2009 JUN 10 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7350164

DATE: 06-09-09

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