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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION
TGM BERMUDA ISLAND INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Shivers MAR 11 2011

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

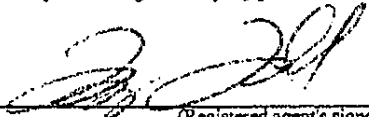
1. TGM BERMUDA ISLAND INC.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/09/2010 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019
(Principal office address)

c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019
(Current mailing address)
8. to acquire, own, hold, maintain, operate, and improve multifamily residential real estate
(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: (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.


Troy Todd
as its agent
(Registered agent's signature)
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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Thomas GochbergAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

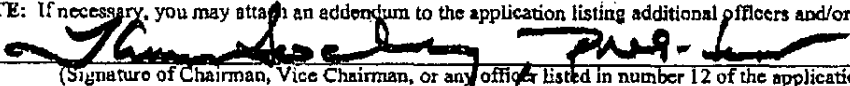
Director: _____

Address: _____

B. OFFICERS

President: Thomas GochbergAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019Vice President: Steven MacyAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, NY 10019Secretary: Veta BillsAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019Treasurer: Michael G. FrezzettaAddress: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Thomas Gochberg, President
(Typed or printed name and capacity of person signing application)2010 MAR 10 AM 10:13
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PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TGM BERMUDA ISLAND 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 TENTH DAY OF MARCH, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TGM BERMUDA ISLAND INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2010.

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

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MALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7860630

DATE: 03-10-10