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ACCOUNT NO. : 072100000032

REFERENCE : 655263 4302267

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Piguet*

00 APR 10 PM12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : April 7, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 655263-005

CUSTOMER NO: 4302267

700003201297--6

CUSTOMER: Rita Dattola, Esq  
Spitzer & Feldman P.c.  
405 Park Avenue

New York, NY 10022-4405

FOREIGN FILINGS

NAME: BD MIAMI BEACH LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

M00-693  
4-10  
[Handwritten signatures and initials]

RECEIVED  
00 APR 10 PM12:12  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. BD Miami Beach LLC  
(Name of foreign limited liability company)
2. New York 3. 22-365008  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 23, 1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon authorization  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 60 East 54th Street  
New York, New York 10022  
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Richard Born and Ira Drukier, 60 East 54th St., New York, New York 10022

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Membership in a  
limited liability company that is developing a hotel in Miami

Rita Dattola  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rita Dattola, Authorized Representative  
Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BD Miami Beach LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

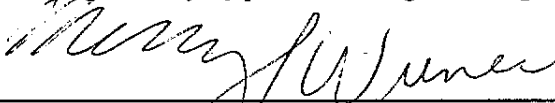
Tallahassee

FL

32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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**State of New York } ss:  
Department of State**

I hereby certify, that BD MIAMI BEACH LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/23/1999, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

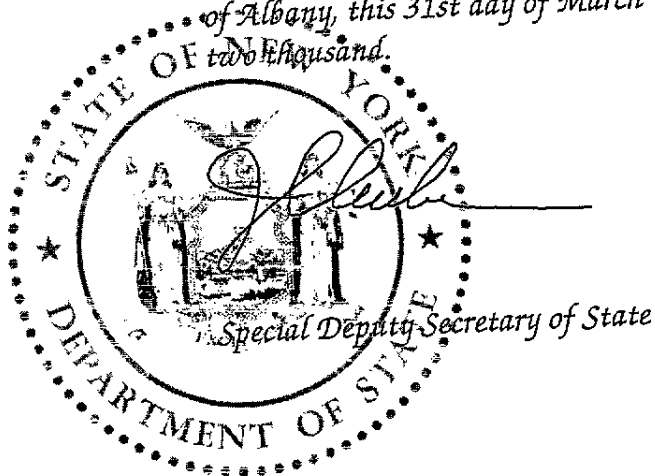
An Affidavit of Publication of BD MIAMI BEACH LLC was filed on 07/15/1999.

An Affidavit of Publication of BD MIAMI BEACH LLC was filed on 07/15/1999.

The Limited Liability Company has filed Affidavits of Publication under the Limited Liability Company Law.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 31st day of March  
two thousand.



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