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ACCOUNT NO. : 072100000032

REFERENCE : 729542 4804484

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 729542-015

600003308566--7

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jen Dombrowski  
Wolf Block Schorr And  
22nd Floor  
1650 Arch Street  
Philadelphia, PA 19103-2097

FOREIGN FILINGS

NAME: WSG MIAMI BEACH LLC

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

\*\*\*FILE 1ST\*\*\*

CONTACT PERSON: Tamara Odom

RECEIVED  
00 JUN 29 AM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JUN 29 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*W 6/29*

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

1. WSG Miami Beach LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. June 6, 2000  
(Date of Organization)
5. Perpetual  
(Duration)
6. Upon filing.  
(Date first transacted business in Florida.)
7. 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146  
(Street address of principal office)

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 follow:

Eric D. Sheppard, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146  
Philip Woman, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146  
Jecheskiel Gonczarowski, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146

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 purpose to be conducted or promoted in Florida:

Real Estate development.

Signature of member or an authorized representative of a member. Typed or printed name of signee is required.

WSG MIAMI BEACH LLC

By: \_\_\_\_\_

Name: Eric D. Sheppard  
Title: President

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TALLAHASSEE FLORIDA

**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:

\_\_\_\_\_  
WSG 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

(City)

, Florida

\_\_\_\_\_  
32301

(Zip Code)

*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.*

By: \_\_\_\_\_

*Deborah D. Skipper*

Deborah D. Skipper  
Asst. Secretary

(Agent must sign on this line)

**FILED**  
00 JUN 29 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WSG MIAMI BEACH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2000.

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

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00 JUN 29 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3238511 8300

001288974

AUTHENTICATION:

0482907

DATE:

06-07-00