

FROM: STOLZENBERG, GELLES & ZILBER, P.A.  
Division of Corporations

FAX NO. : 9543846476

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Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:  
Division of Corporations  
Fax Number : (850) 922-4003

From:  
Account Name : STOLZENBERG, GELLES & ZILBER, P.A.  
Account Number : I20000000207  
Phone : (305) 445-5000  
Fax Number : (305) 445-5217

**FOREIGN LIMITED LIABILITY COMPANY**

**Kelco/FB LLC**

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$130.00

Fax Audit No. H00000057288 3

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Kelco/FB LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0999404  
(FBI number, if applicable)
4. 8/12/99  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 30, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2700 S. Commerce Parkway, Suite 313  
Weston, Florida 3331  
(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 follows:

Kelley Slay, Jay Furman, Richard Birdoff and Richard Spillet  
2700 S. Commerce Parkway, Suite 313  
Weston, Florida 33331

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: Act as manager  
of Kelco/FB Ocean Point LLC (Doc. No. M00000000972), which in turn operates hotel/resort properties

[Signature]  
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.)

Kelley Slay  
Typed or printed name of signer

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**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:

Kelco/FB LLC

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

Kelley Slay

(Name)

2700 S. Commerce Parkway, Suite 313

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

Weston, FL 33331

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)

FILED  
OCT 31 PM 3:51  
STATE  
OF FLORIDA  
TALLAHASSEE

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State of Delaware Fax Audit No. H00000057288 3  
Office of the Secretary of State


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELCO/FB 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000.

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

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00 OCT 31 PM 3:51  
TALLAHASSEE, FLORIDA

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0752479

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DATE: 10-24-00