



# M01000 DD1319

ACCOUNT NO. : 072100000032

REFERENCE : 184251 4300043

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2001

ORDER TIME : 12:08 PM

ORDER NO. : 184251-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst  
Proskauer Rose LLP  
1585 Broadway

200004418042--8

New York, NY 10036-8299

## FOREIGN FILINGS

NAME: SEA, SAND & SUN LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: JB  
6-13-01

01 JUN 13 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**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. SEA, SAND & SUN LLC  
(Name of foreign limited liability company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLICATION PENDING  
(FEI number, if applicable)
4. MAY 9, 2001  
(Date of Organization)
5. DECEMBER 31, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. EFFECTIVE UPON FILING  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1581 BRICKWELL AVENUE, SUITE T 201  
MIAMI, FLORIDA 33129  
(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:

ANDREAS T. MEINHOLD, SOLE MEMBER  
1581 BRICKWELL AVENUE, SUITE T 201  
MIAMI, FLORIDA 33129

01 JUN 13 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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: MANAGEMENT/OWNERSHIP OF HOTELS AND RESORTS

Andreas L. Meinhold ANDREAS T. MEINHOLD, MEMBER  
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.)

ANDREAS T. MEINHOLD, MEMBER

Typed or printed name of signee

**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:

SEA, SAND & SUN 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

APPROVED  
AND  
FILED  
01 JUN 13 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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..*

Deborah D. Skipper  
(Signature)

**Deborah D. Skipper**  
Asst. Secretary

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

*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEA, SAND & SUN 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 TENTH DAY OF MAY, A.D. 2001.

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

APPROVED  
AND  
FILED

01 JUN 13 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3390107 8300

AUTHENTICATION: 1126287

010224981

DATE: 05-10-01