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Division of Corporations

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Florida Department of State

Division of Corporations

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01 OCT 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(((H01000110219 2)))

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From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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FLK.
FOREIGN LIMITED LIABILITY COMPANY

DOUGLAS COLONNADE MEZZANINE LLC

10-26-2001 5:15PM

FROM AKERMAN, SENTERFITT 539 0938

P. 7

350)487-6013 10/26/01 16:18 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 26, 2001

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: DOUGLAS COLONNADE MEZZANINE LLC
REF: W01000024904

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

01 OCT 29

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H01000110219

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

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

1. DOUGLAS COLONNADE MEZZANINE LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. October 23, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING OF APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 6708.502, and 817.155, F.S.))
7. c/o Colonnade Properties, LLC
One Rockefeller Plaza, Suite 2300, New York, N.Y. 10020
(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:
Colonnade Properties, LLC, One Rockefeller Plaza, Suite 2300, N.Y., N.Y. 10020
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: All lawful business.

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.)

Jeffrey B. Feldman, V.P.
Jeffrey B. Feldman, as Vice President
Typed or printed name of signer

MI717320;1

FAX AUDIT NO.: H01000110219

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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:

DOUGLAS COLONNADE MEZZANINE LLC

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

AMERICAN INFORMATION SERVICES, INC.
(Name)

One Southeast Third Avenue, 28th Floor
Florida street address (P.O. Box NOT ACCEPTABLE)

Miami, Florida 33131
City/State/Zip

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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.

AMERICAN INFORMATION SERVICES, INC.

By: Astrid Buttari
Astrid Buttari, Assistant Secretary

FAX AUDIT NO.: H01000110219

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOUGLAS COLONNADE MEZZANINE 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. 2001.

FILED
01 OCT 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1408677

DATE: 10-24-01

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