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ACCOUNT NO. : 072100000032

REFERENCE : 490043 4373439

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : March 22, 2002

ORDER TIME : 5:36 PM

ORDER NO. : 490043-045

500005153185--8

CUSTOMER NO: 4373439

CUSTOMER: Ms. Felicia Durkin  
Akin, Gump, Strauss, Hauer &  
19th Floor  
590 Madison Avenue  
New York, NY 10022

FOREIGN FILINGS

NAME: METRA BAY ANCHOR GP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

RECEIVED  
02 MAR 25 AM 11:26  
DIVISION OF CORPORATION

file first

02 MAR 25 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

BK

FILED  
02 MAR 25 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Company will cease to

1. Metra Bay Anchor GP, 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. March 4, 2002  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Third Millennium Group, LLC  
7700 Congress Avenue, Suite 3106, Boca Raton, FL 33487  
(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:

Metra Capital, LLC - c/o Third Millennium Group, LLC

7700 Congress Avenue, Suite 3106, Boca Raton, FL 33487

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: \_\_\_\_\_

Real Estate \_\_\_\_\_

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.)

See Attached Signature Page

Typed or printed name of signee

FILED  
02 MAR 25 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

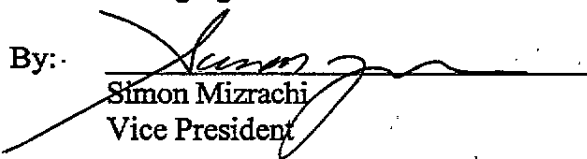
Metra Bay Anchor GP, LLC, a Delaware limited liability  
company

By: Metra Capital, LLC, its sole member

By: Third Millennium Partners, LLC, its  
managing member

By: GM 1 Partners, Inc., its  
managing member

By:

  
Simon Mizrachi  
Vice President

**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:

Metra Bay Anchor GP, 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)

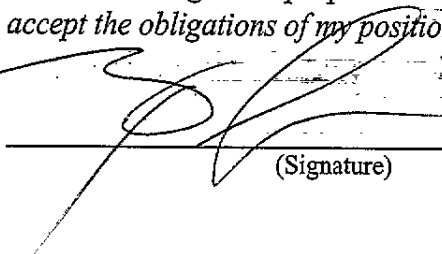
Tallahassee

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.*

  
**Brian Courtney**  
**Asst. V. Pres.**

(Signature)

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

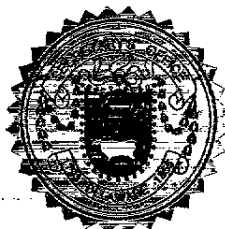
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRA BAY ANCHOR GP, LLC" AS 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-SECOND DAY OF MARCH, A.D. 2002.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3498328 8300

AUTHENTICATION: 1684147

020191647

DATE: 03-22-02

FILED  
MAR 22 2002  
TALLAHASSEE  
SECRETARY OF STATE  
10:56 AM