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ACCOUNT NO. : 072100000032

REFERENCE : 509587 4300043

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 125.00

ORDER DATE : April 3, 2002

ORDER TIME : 10:35 AM

ORDER NO. : 509587-005

CUSTOMER NO: 4300043

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

New York, NY 10036-8299

FILED
02 APR -3 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BIRCH APARTMENTS, LLC

XXXX QUALIFICATION (TYPE: LL)

800005189528-4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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**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. BIRCH APARTMENTS, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1954920
(FEI number, if applicable)
4. MARCH 26, 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. 200 MADISON AVENUE, 5TH FLOOR, NEW YORK, NEW YORK 10016
(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:

ADAM R. ROSE, SOLE MEMBER

200 MADISON AVENUE, 5TH FLOOR, NEW YORK, NEW YORK 10016

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: ACQUISITION, OWNERSHIP

AND MANAGEMENT OF REAL AND PERSONAL PROPERTY, AND ANY AND 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.)

ADAM R. ROSE, SOLE MEMBER

Typed or printed name of signee

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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:

BIRCH APARTMENTS, LLC

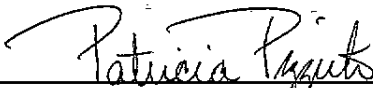
2. The name and the Florida street address of the registered agent and office are:

<u>Corporation Service Company</u>		
(Name)		
<u>1201 Hays Street</u>		
Florida street address (P.O. Box NOT ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
(City/State/Zip)		

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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)

Patricia Pizzuto
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)

Delaware

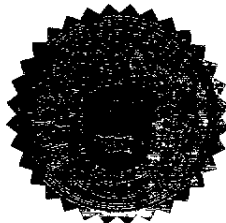
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIRCH APARTMENTS, 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-SEVENTH DAY OF MARCH, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1690114

DATE: 03-27-02