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(Requestor's Name)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

CT CORPORATION

November 13, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

FILED
02 NOV 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5718411 SO
Customer Reference 1: None
Customer Reference 2: Provided

Dear Secretary of State, Florida:

Please file the attached:

TIAA Bay Isle Key II, LLC (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. TIAA BAY ISLE KEY II, 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. November 6, 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. 730 Third Avenue, 9th Floor
New York, NY 10017
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:
730 Third Avenue
New York, NY 10017
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: To develop and
own real estate.

TIAA BAY ISLE KEY II MEMBER, LLC

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.)

By: Mark L. Serlen

Typed or printed name of signee
Mark L. Serlen, Secretary

**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.

RECEIVED
JAN 10 11 30 AM
STATE OF FLORIDA
TALLAHASSEE

1. The name of the Limited Liability Company is:

TIAA BAY ISLE KEY II, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

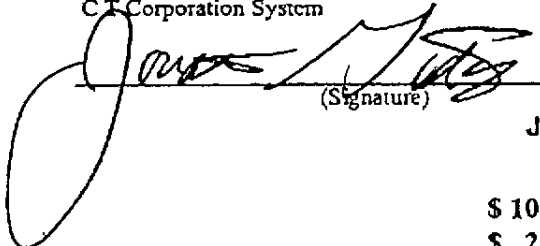
Plantation

FL 33324

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.

C T Corporation System


(Signature)

Jonathan R. Giddings
Assistant 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

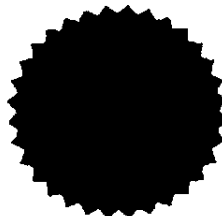
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIAA BAY ISLE KEY II, 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 SEVENTH DAY OF NOVEMBER, A.D. 2002.

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

FILED
02 NOV 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3587779 8300

AUTHENTICATION: 2078323

020688990

DATE: 11-07-02