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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 840836 4303929

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : December 3, 2002

ORDER TIME : 9:57 AM

ORDER NO. : 840836-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sandra L. Blake  
Greenberg Traurig, P.a.  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131-3238

FOREIGN FILINGS

NAME: CAYRE BISCAYNE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:**

1. CAYNE BYSCAYNE LLC  
(Name of foreign limited liability company)

2. DELAWARE 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 2, 2002 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 1, 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 417 Fifth Avenue, 9th Floor  
New York, NY 10016  
(Street address of principal office)

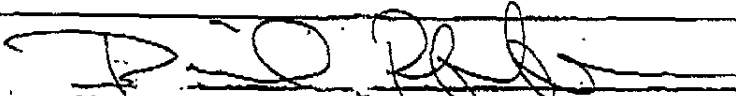
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Joe Cayne  
Midtown Equities LLC  
417 Fifth Avenue, 9th Floor  
New York, NY 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: Real Estate Venture

  
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.)

Daniel Pfeffer

Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

CAYRE BISCAYNE 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)

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 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.*

  
 (Signature) **Brian Courtney**  
**Asst. V. Pres.**

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

DEC. 5. 2002 10:50AM

CORP SERVICES CO

NO. 8743 P. 2

# Delaware

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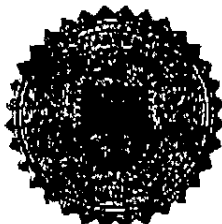
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAYRE BISCAYNE 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 THIRD DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAYRE BISCAYNE LLC" WAS FORMED ON THE SECOND DAY OF AUGUST, 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

3554568 8300

AUTHENTICATION: 2119298

030738566

DATE: 12-03-02