

# m03000000703

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(Address)

(Address)

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(Business Entity Name)

(Document Number)

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STATE  
TREASURER  
TALLAHASSEE, FLORIDA

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03 FEB 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CT CORPORATION**

February 28, 2003

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

Re: Order #: 5797973 SO  
Customer Reference 1: 44292-4  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Setai Mezzanine, LLC (DE)  
Registration  
Florida

Setai Mezzanine, LLC (DE)  
Certificate of Status/Authorization-Foreign  
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.

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

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TALLAHASSEE, FLORIDA

*Thank-you,  
N.S.*

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. Setai Mezzanine 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. December 5, 2002 5. January 31, 2040  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. February 28, 2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. \_\_\_\_\_  
c/o Setai Group, 392 Fifth Avenue, New York, New York  
(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:

See attached

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: \_\_\_\_\_

lawful business under the Florida Law

Jon S. Ziefert  
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.)

Jon Ziefert

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

The name and usual business addresses of the managing members or manager are as follows:

MGR: Jonathan Breene  
Setai South Beach LLC  
c/o Setai Group  
1411 Broadway, 17th Floor,  
New York, New York 10018

MGR: Enrique Fefer and  
Zakay Sasson  
Setai Inc.  
10501 N.W. Seventh Avenue  
Miami, Florida 33150

MGR: Charles W. Schoenherr  
LB South Beach LLC  
Property Asset Management Inc.  
c/o Lehman Brothers Holdings Inc.  
3 World Financial Center, 12th Floor  
New York, New York 10285

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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:

Setai Mezzanine 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)

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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.*

C T Corporation System

By: Donna Bryan

(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

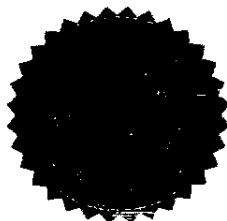
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SETAI 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-SEVENTH DAY OF FEBRUARY, A.D. 2003.

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

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03 FEB 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3598292 8300

AUTHENTICATION: 2281193

030132446

DATE: 02-27-03