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Florida Department of State
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0589-14104

FOREIGN LIMITED LIABILITY COMPANY

CSM-KEY BISCAYNE EQUITIES, LLC

SECRETARY OF STATE
TALLAHASSEE FLORIDA
03 APR -2 AM 9: 04
FILED

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. CSM-KEY BISCAYNE EQUITIES, LLC (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-2200204 (FEI number, if applicable)
4. 3/24/03 (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 817.135, F.S.))
7. 670 White Plains Road, Suite 305, Scarsdale, New York 10583 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

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

COOLIDGE-SOUTH MARKETS EQUITIES, INC., Manager, and

COOLIDGE-SOUTH MARKETS REALTY CORP., Manager

670 White Plains Road, Suite 305, Scarsdale, New York 10583

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 DEVELOPMENT

AND MANAGEMENT

Handwritten signature: Stanley Tobias

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.)

STANLEY TOBIAS, authorized person

Typed or printed name of signee

RECEIVED BY STATE SECRETARY OF 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:

CSM-KSY BISCAYNE EQUITIES, LLC

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

CorpDirect Agents Inc/

(Name)

103 N. Meridian St., Lower Level

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.

Cynthia A. Hicks

(Signature)

Cynthia A. Hicks, V.P.

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

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04/02/2003

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CORPDIRECT → 2050383

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Delaware

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The First State

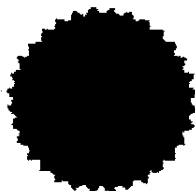
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CSM-KEY BISCAYNE EQUITIES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CSM-KEY BISCAYNE EQUITIES, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2003.

3640252 8300

030216123



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2343604

DATE: 04-01-03

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