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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FOREIGN LIMITED LIABILITY COMPANY

FACT Holdings RESORT, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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OCT. 2. 2003 12:56PM

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FAX NO.

NO. 47 NO. 4721 4, P. 02 4/5

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

**IN COMPLIANCE WITH SECTION 605.02, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. **FACT Holdings RESORT, LLC**

(Name of foreign limited liability company)

2. **Delaware**

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____

(FBI number, if applicable)

4. **9-26-03**

(Date of Organization)

5. **Perpetual**

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. **upon filing of this application**

(Date first transacted business in Florida. (See sections 605.01, 605.02, and 617.155, F.S.))

7. **700 South Rosemary Ave., Ste. 202A, West Palm Beach, FL 33401**

(Actual 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:

Frank Cilione

700 South Rosemary Ave., Ste. 202A, West Palm Beach, FL 33401

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 act as the manager
of Resort of Palm Beach, LLC**

Signature of a member or an authorized representative of a member.
(In accordance with section 605.02(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)
Frank Cilione, Manager

Typed or printed name of signer

BlumbergExcelsior Corporate Services, Inc.

62 White Street

New York, NY 10013

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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:

FACT Holdings RESORT, LLC

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

Frank O'Hara

(Name)

700 S. Rosemary Ave., Ste. 202A

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

West Palm Beach

FL 33401

(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.

(Signature)

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

BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, NY 10013

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Delaware

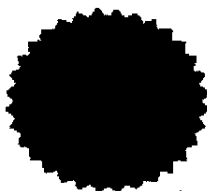
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FACT HOLDINGS RESORT, 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 SECOND DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FACT HOLDINGS RESORT, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2003.

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



3708858 8300

030636151

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2668700

DATE: 10-02-03