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Account Name : C T CORPORATION SYSTEM
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FOREIGN LIMITED LIABILITY COMPANY

CPRE-1 PBP, L.L.C.

Certificate of Status	1
Certified Copy	0
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DB
10-8-03

**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. CPRE-1 PBP, L.L.C.
(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. March 26, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.301, 608.302, and 817.155, F.S.))
7. 100 Crescent Court, Suite 1000, Dallas, Texas 75201
(Street address of principal office)

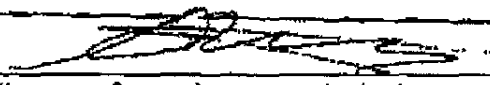
8. If limited liability company is a manager-managed company, check here ☒

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

See Exhibit A attached hereto and incorporated by reference herein for list of Managers.

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 Investment


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.)

Stuart M. Rothenberg, Manager
Typed or printed name of signer

SEALARY OF SECRETARY
APPROPRIATE, FLORIDA

03 OCT - 8 AM 11:23

APPROPRIATE
AND
FILED

CPRE-1 PBP, L.L.C.

BOARD OF MANAGERS

<u>NAME</u>	<u>ADDRESS</u>
Daniel M. Neidich	85 Broad Street, New York NY 10004
Stuart M. Rothenberg	85 Broad Street, New York NY 10004
Ralph F. Rosenberg	85 Broad Street, New York NY 10004
Kevin Naughton	85 Broad Street, New York NY 10004
Brahm S. Cramer	85 Broad Street, New York NY 10004
Alan S. Kava	85 Broad Street, New York NY 10004
Larry Goodwin	100 Crescent Court, Suite 1000, Dallas TX 75201
Todd P. Giannoble	100 Crescent Court, Suite 1000, Dallas TX 75201
Patricia C. Geery	85 Broad Street, New York NY 10004
Justin Metz	85 Broad Street, New York NY 10004
Josephine Soesney	85 Broad Street, New York NY 10004
Elizabeth M. Burban	85 Broad Street, New York NY 10004
Teresa Tsai	85 Broad Street, New York NY 10004

APPROVED
AND
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SECRETARY OF STATE
ATLANTA, GEORGIA

**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:

CPRE-1 PBP, L.L.C.

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

CT Corporation System

(Name)

c/o CT 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.

CT Corporation System

By: Connie Bryan

(Signature)

CONNIE BRYAN

SPECIAL 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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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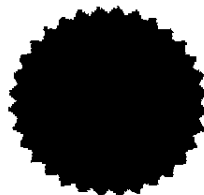
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPRE-1 PBP, L.L.C." 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 OCTOBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2670776

DATE: 10-03-03