

M03000003403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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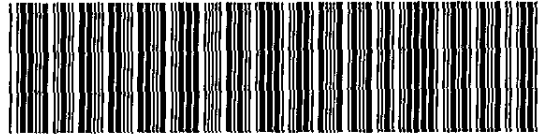
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

BK

FILED
03 OCT 10 AM 10:11
STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

- File 1st -

ACCOUNT NO. : 072100000032
REFERENCE : 240071 4319404
AUTHORIZATION :
COST LIMIT : \$ 125.00

Patricia Pijts

FILED
OCT 10 AM 11
STATE OF FLORIDA

ORDER DATE : September 12, 2003
ORDER TIME : 2:59 PM
ORDER NO. : 240071-020
CUSTOMER NO: 4319404
CUSTOMER: Ms. Jill Zammas
Proskauer Rose LLP
Suite 340 West
2255 Glades Road
Boca Raton, FL 33431-7360

FOREIGN FILINGS

NAME: RCC ASSET MANAGERS V L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

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:

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TALLAHASSEE FLORIDA

1. RCC ASSET MANAGERS V L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 13-3892419
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 6/5/96 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 625 Madison Avenue
New York, NY 10022
(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:

Please see attached list.

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: General Partner
of Delaware limited partnership qualified to transact business in Florida.

Marc D. Schnitzer
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.)
Marc D. Schnitzer
Typed or printed name of signee

Related General II L.P.
c/o Related Capital Company
625 Madison Avenue
New York, NY 10022

Stuart J. Boesky
c/o Related Capital Company
625 Madison Avenue
New York, NY 10022

Alan P. Hirmes
c/o Related Capital Company
625 Madison Avenue
New York, NY 10022

Marc D. Schnitzer
c/o Related Capital Company
625 Madison Avenue
New York, NY 10022

Denise Kiley
c/o Related Capital Company
625 Madison Avenue
New York, NY 10022

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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.

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OCT 10 AM 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the Limited Liability Company is:

RCC Asset Managers V, LLC

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

Corporation Service Company

(Name)

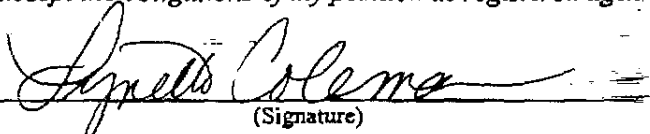
1021 Hays Street

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.


(Signature)

Lynette Coleman
as its agent

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

Delaware

PAGE 1

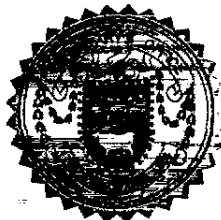
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCC ASSET MANAGERS V 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCC ASSET MANAGERS V L.L.C." WAS FORMED ON THE FIFTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DELAWARE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2651094

DATE: 09-24-03