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(Requestor's Name)

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(City/State/Zip/Phone #)

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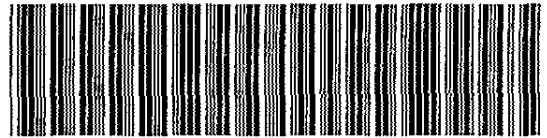
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 285073 4301938
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 125.00

FILED
03 OCT 20 PM 12:53
TALLAHASSEE, FLORIDA
STATE

ORDER DATE : October 17, 2003
ORDER TIME : 10:18 AM
ORDER NO. : 285073-045
CUSTOMER NO: 4301938
CUSTOMER: Ms. Karin Braverman
Clifford Chance Us Llp
54th Floor
200 Park Avenue
New York, NY 10166-0153

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FOREIGN FILINGS

NAME: GALILEO MEMBER T1 HL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

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:

1. Galileo Member TI HL LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Not yet available
(FEI number, if applicable)
4. October 14, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 24, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Clifford Chance US LLP, 200 Park Avenue, New York, New York 10166
(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:
Brett Bradley c/o Clifford Chance US LLP, 200 Park Avenue, New York, New York 10166
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 engage in any lawful activity for which a limited liability company may be organized.

Brett A. Bradley
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.)

Galileo Sub LLC

Typed or printed name of signer

**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:

Galileo Member T1 HL LLC

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

Corporation Service Company

(Name)

1201 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.

Ann R. Shelling
(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

PAGE 1

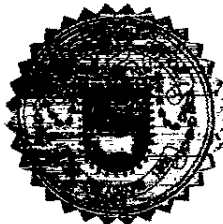
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GALILEO MEMBER T1 HL 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GALILEO MEMBER T1 HL LLC" WAS FORMED ON THE FOURTEENTH DAY OF OCTOBER, 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 AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3714938 8300

AUTHENTICATION: 2697185

030669934

DATE: 10-17-03