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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

FILED
03 OCT 30 AM 10:58
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 300088 4300479
AUTHORIZATION : *Patricia Pijuta*
COST LIMIT : \$ 125.00

03 OCT 30 AM 10:58
FILED
TALLAHASSEE, FLORIDA

ORDER DATE : October 29, 2003
ORDER TIME : 4:19 PM
ORDER NO. : 300088-025
CUSTOMER NO: 4300479
CUSTOMER: Ms Yael Zeira
Curtis, Mallet-prevost, Colt
34th Floor
101 Park Avenue
New York, NY 10178-0061

FOREIGN FILINGS

NAME: PALACE RESORTS L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

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

IN COMPLIANCE WITH SECTION 608.401, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Palace Resorts L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 65-0860120
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 22, 1998 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 617.155, F.S.))
7. 8725 NW 18th TERRACE, SUITE 301
MIAMI, FL 33172
(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:

Lourdes Rodriguez - Sole Managing Member
8725 NW 18th Terrace, Suite 301
Miami, Florida 33172

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 ACQUIRE PROPERTIES IN THE CARIBBEAN

Lourdes Rodriguez
Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lourdes Rodriguez
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.

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1. The name of the Limited Liability Company is:

PALACE RESORTS, L.L.C.

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.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Delaware

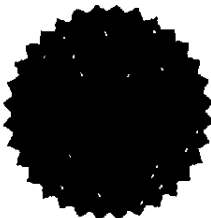
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALACE RESORTS 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-NINTH DAY OF OCTOBER, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALACE RESORTS L.L.C." WAS FORMED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1998.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911493 8300

AUTHENTICATION: 2717967

030694403

DATE: 10-29-03