

FILE # 452 05/04/04 10:50 ID: **M04000001700**

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TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

Mayfair Hotel Manager, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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\$160.00

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\$0.00

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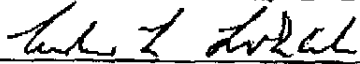
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Mayfair Hotel Manager, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-1044708
(FEI number, if applicable)
4. December 30, 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 608.501, 608.502, and 817.55, F.S.))
7. 8609 West Bryn Mawr Ave., Suite 209, Chicago, Illinois 60631
(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:
Robert Falor, Manager, 8609 W. Bryn Mawr Ave., Suite 209, Chicago, IL 60631
MSD Investments, LLC, Manager, 8609 W. Bryn Mawr Ave., Suite 209, Chicago, IL 60631
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: _____

Serve as manager for one or more limited liability companies


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.)

Andrew L. McIntosh, Authorized Representative

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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 and the Limited Liability Company is:

Mayfair Hotel Manager, L.L.C.

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

Andrew L. McIntosh

(Name)

101 E. Kennedy Blvd., Suite 2000

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa

FL

33602

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.

Andrew L. McIntosh

(Signature)

\$100.00

\$ 25.00

\$ 30.00

\$ 5.00

Filing Fee for Application

Designation of Registered Agent

Certified Copy (optional)

Certificate of Status (optional)

Delaware

PAGE 1

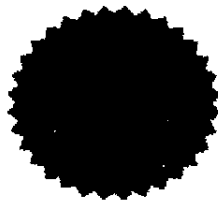
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAYFAIR HOTEL MANAGER, 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-EIGHTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAYFAIR HOTEL MANAGER, L.L.C." WAS FORMED ON THE THIRTIETH DAY OF DECEMBER, A.D. 2003.

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

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SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3077725

040307348

DATE: 04-28-04