

M04000001857

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

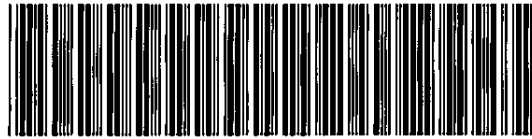
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED

2006 JUN 19 AM 10:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

06 JUN 19 PM 2:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 187421 4300123

AUTHORIZATION

COST LIMIT \$ 25.00

FILED  
2006 JUN 19 AM 10:12  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : June 19, 2006

ORDER TIME : 10:25 AM

ORDER NO. : 187421-005

CUSTOMER NO: 4300123

FOREIGN FILINGS

NAME: BCRE BBRICKELL LLC

XX

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick -- EXT# 2950

EXAMINER: \_\_\_\_\_

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: BCRE Brickell LLC

2. This entity was formed under the laws of: Delaware

3. This entity was authorized to transact business in Florida on 5/14/2004  
and its Florida document/registration number is M04000001857

4. The name and address of each manager or managing member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

BCRE Axis LLC

c/o Brack Capital Real Estate USA

885 Third Avenue, 24th floor, New York, NY 10022

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Required Signature:

see attached signature page

(Signature of Manager, Managing Member or Member)

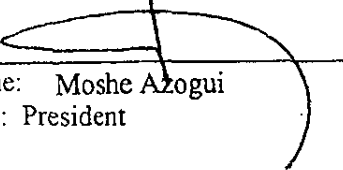
Filing Fee: \$25

FILED  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

BCRE AXIS LLC


By: BCRE Axis Second LLC,  
its managing member

By: BCRE Axis Corp.,  
its managing member

By:   
Name: Moshe Azogui  
Title: President

By: Marathon Brickell Station, L.L.C.,  
its managing member

By: Marathon Real Estate Opportunity Fund, LLC,  
its sole member

By:   
Name: Jon L. Halpern  
Title: Manager Director

# Delaware

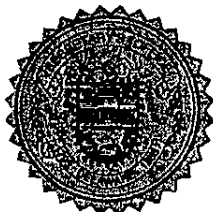
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCRE BRICKELL 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 NINETEENTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCRE BRICKELL LLC" WAS FORMED ON THE THIRTIETH DAY OF APRIL, A.D. 2004.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3797752 8300

AUTHENTICATION: 4836597

060587385

DATE: 06-19-06