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Division of Corporations
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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN LIMITED LIABILITY COMPANY

Leisura II Acquisition LLC

Certificate of Status	1
Certified Copy	1
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DIVISION OF CORPORATION

MO4-1459

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**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Leisure II Acquisition LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-1123271
(FBI number, if applicable)
4. 5/13/2004
(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 617.155, F.S.))
7. 522 Fifth Avenue
New York, NY 10036
(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 refer to attached sheets.
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: Holding title
to real property for tax exempt pension trusts.

Matthew C. Carbone

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.)

Matthew C. Carbone / VP and Assistant Secretary

Typed or printed name of signer

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CT CORPORATION

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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 of the Limited Liability Company is:

Leisure II Acquisition LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
(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 Laskowski 5/21/04
(Signature)

ANN LASKOWSKI
Vice President

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

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STATE OF FLORIDA

**MANAGERS AND MEMBERS
FOR THE
STRATEGIC PROPERTY FUND
AND THE
SPECIAL SITUATION PROPERTY FUND
(311481.0549/0550)**

MANAGERS

<u>NAME</u>	<u>ADDRESS</u>
Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Alfred W. Dort	522 Fifth Avenue, New York, NY 10036

MEMBERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kimberly A. Adams	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	J. Daniel Adkinson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Tara A. Andrews	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph K. Azelby	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lola Bellini	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Blake R. Berg	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Donna Bergman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	M. Douglas Bisset	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Barbara Bernard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mark J. Bonapace	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Allina F. Boohoff	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nancy E. Brown	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mary Ann Cate	522 Fifth Avenue, New York, NY 10036
Vice President and Secretary	Matthew C. Carbone	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David Chen	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stacy Y. Cheng	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Edwin K. Chin	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Wayne A. Comer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Sheryl M. Crosland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Robert D. Curran	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Susan Connery	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Amy C. Cummings	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel R. Daly	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph B. Dobronyi	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Etienne E. Locoh-Donou	522 Fifth Avenue, New York, NY 10036
Secretary and Treasurer	Alfred W. Dort	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joanne Douvas	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Duignan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence D. Ellman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dave Esrig	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence J. Fuchs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ethel Gavrilova	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kirk E. Guinee	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Erik Grabowski	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Steven M. Greenspan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Edward P. Hennessey	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne R. Hoagland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yi-Shan Huang	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Klayre L. Ingerton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Eric W. Johnson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ellie O. Kerr	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dennis Keyes	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jennifer L. Kim	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Susan M. Kolasa	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin D. Krebs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Reza A. Khan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas P. Lawrence	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Scott M. MacDonald	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephen R. Malley	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Steven J. Mastrovich	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin Meng	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hester S. Muis	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin M. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephan T. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Muscat	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Julie Negron	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Peter J. Nicoletti	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	George L. Ochs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael F. O'Brien	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Elizabeth T. Propp	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Donald J. Rederscheid, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jennifer Jones Robertson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dianna Russo	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Frederick N. Sheppard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Uday P. Shah	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jose D. Sinton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hilary J. Spann	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Saul E. Sternschein	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Daniel Volpano	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Craig A. Theirl	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yetta Y. Tropper	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James M. Walsh	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael J. Winter	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Tamra B. Wollman	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steve Zaun	522 Fifth Avenue, New York, NY 10036

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Delaware

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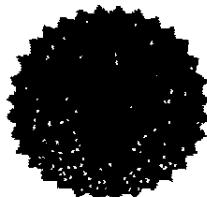
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEISURA II ACQUISITION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 2004.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3126384

DATE: 05-21-04

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