2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
05 JAN 27 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # M04000001959

1. Entity Name
LEISURA II ACQUISITION LLC

Principal Place of Business	Mailing Address
522 FIFTH AVENUE NEW YORK, NY 10036	522 FIFTH AVENUE NEW YORK, NY 10036

01112005 Chg-LLC CR2E083 (10/03)

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

4. FEI Number 20-1123271 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$5.00** Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	Name Street Address (P.O. Box Number is Not Acceptable) City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE CT Corporation System 1/21/05
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

Filing Fee is $50.00
Due by May 1, 2005

Make check payable to Florida Department of State

9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR PFEIFFER, ANNE S 522 FIFTH AVENUE NEW YORK, NY 10036	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR Broadway Mall Properties, Inc. (Sole Member) 522 Fifth Avenue New York, NY 10036	☑ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR GILBERTO, S. MICHAEL JR. 522 FIFTH AVENUE NEW YORK, NY 10036	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR FAXON, KEVIN J 522 FIFTH AVENUE NEW YORK, NY 10036	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR GIFFORD, BENJAMIN G 522 FIFTH AVENUE NEW YORK, NY 10036	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	MGR DORT, ALFRED W 522 FIFTH AVENUE NEW YORK, NY 10036	☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☑ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	300045544473	☐ Change ☐ Addition

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: Vice President & Secretary of Broadway Mall Properties, Inc. 1/21/05 212-837-2731
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE — Date — Daytime Phone #

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 169538 4302312

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 50.00

ORDER DATE : January 27, 2005

ORDER TIME : 2:27 PM

ORDER NO. : 169538-010

CUSTOMER NO: 4302312

CUSTOMER: Ms. Bettina M. Chin
Stroock & Stroock & Lavan Llp
Suite 3520
180 Maiden Lane
New York, NY 10038-4982

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NAME: LEISURA II ACQUISITION LLC

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward-EXT#2935

EXAMINER'S INITIALS: _____