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To:
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From:
Account Name : FIELDSTONE LESTER SHEAR & DENBERG
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2004 MAY 26 AM 11:33
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TALLAHASSEE, FLORIDA

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FOREIGN LIMITED LIABILITY COMPANY

1200 Corporate Fee, LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$125.00 |

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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 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

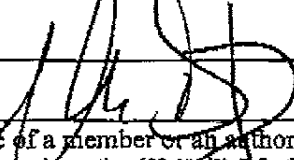
- 1. 1200 Corporate Fee, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. applied for
(FEI number, if applicable)
- 4. April 14, 2004
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. c/o Broadway Real Estate Partners, LLC
375 Park Avenue, Suite 2107, New York, NY 10152
(Street address of principal office)

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- 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:
Scott Lawlor - Managing Director
375 Park Avenue, Suite 2107
New York, NY 10152

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: real estate



 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.406(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Michael B. Denberg, Esq.

 Typed or printed name of signee

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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:

1200 Corporate Fee, LLC

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

Michael B. Denberg, Esq.

(Name)

201 Alhambra Circle, Suite 601

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

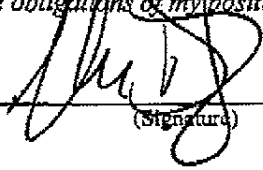
Coral Gables,

FL 33134

(City/State/Zip)

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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.



(Signature)

- \$ 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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Delaware

PAGE 1

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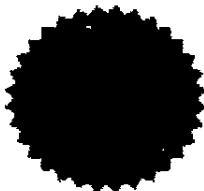
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "1200 CORPORATE FEE LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 2004, AT 12:38 O'CLOCK P.M.

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

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TALLAHASSEE, FLORIDA

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040376907



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3126627

DATE: 05-21-04

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:58 PM 04/14/2004
FILED 12:38 PM 04/14/2004
SRV 040272650 - 3790231 FILE


CERTIFICATE OF FORMATION

OF

1200 Corporate Fee LLC

1. The name of the limited liability company is 1200 Corporate Fee LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of 1200 Corporate Fee LLC this 13th day of April, 2004.



Amy LI
Authorized Person

DEASS-02000CT@stateonline

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TALLAHASSEE, FLORIDA

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