

M04000002080

Akerman

(Requestor's Name)

675 5th Ave 24th Floor

(Address)

(Address)

New York New York 10007

(City/State/Zip/Phone #)



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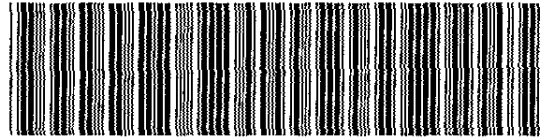
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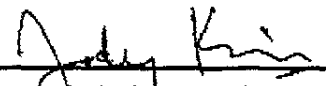
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

1. BAYROCK GP 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. May 27, 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, 6708.502, and 817.155, F.S.))
7. 725 5<sup>TH</sup> AVENUE, 24<sup>TH</sup> FLOOR, NEW YORK, NEW YORK 10022  
(Street address of principal office)
8. Limited liability company is a member-managed.
9. The name and usual business addresses of the managing members are as follows:  
Bayrock Holdings LLC  
725 5<sup>TH</sup> AVENUE, 24<sup>TH</sup> FLOOR  
NEW YORK, NEW YORK 10022
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 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.)

JODY KRISS

Typed or printed name of signer

**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:

BAYROCK GP LLC

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

AMERICAN INFORMATION SERVICES, INC.

(Name)

ONE S.E. 3<sup>RD</sup> AVENUE, 28<sup>TH</sup> FLOOR

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

MIAMI FL 33131

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.*

By 

Diana M. Guerra, Assistant Secretary  
Registered Agent

MAY. 28. 2004 10:56AM

NO. 5190 P. 2

# Delaware

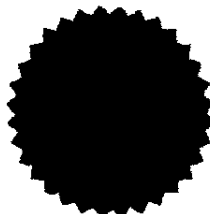
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYROCK GP 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-EIGHTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYROCK GP LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004.

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



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

3808730 8300

AUTHENTICATION: 3140727

040200511

DATE: 05-28-04