

06/16/2004

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GUNSTER, YOKLEY

06/16/2004

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

Vero Beach Acquisition LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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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. Vero Beach Acquisition LLC
 (Name of foreign limited liability company)
2. Delaware
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3398767
 (FEI number, if applicable)
4. June 9, 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 817.133, F.S.))
7. c/o American Real Estate Holdings Limited Partnership, 100 South Bedford
Road, Mount Kisco, NY 10549
 (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:
American Real Estate Holdings Limited Partnership - Managing Member
100 South Bedford Road, Mount Kisco, NY 10549
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: To transact any and
all lawful business in the State of Florida

John P. Saldarelli
 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.)

John P. Saldarelli, Vice President
 Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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:

Vero Beach Acquisition LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

(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.


Brian Courtney
Asst. V. Pres.

(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

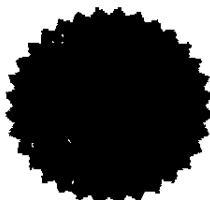
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERO BEACH 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 FIFTEENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERO BEACH ACQUISITION LLC" WAS FORMED ON THE NINTH DAY OF JUNE, 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

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AUTHENTICATION: 3172161

0000011452

DATE: 06-15-04