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DIVISION OF CORPORATIONS

0150-28052

FOREIGN LIMITED LIABILITY COMPANY
METROPOLITAN QUIK PARK OF SOUTH FLORIDA, LLC

Certificate of Status	0
Certified Copy	1
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH §608.303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

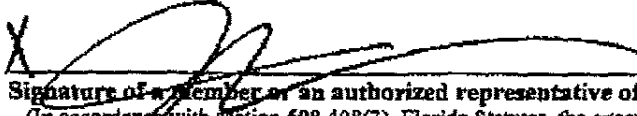
1. Metropolitan Quik Park of South Florida, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 11-3502444
(FEI number, if applicable)
4. August 3, 1999
(Date of Organization)
5. PERPETUAL
(Duration: Year limited company will cease to exist or perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See §608.501, 608.502, and §817.153, F.S.)
7. 425 East 61st Street, 4th Floor, New York, NY 10021
(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:

RSVP Metropolitan Parking, LLC 425 East 61 st Street, 4 th Floor New York, NY 10021	M&E Holdings LLC c/o Jacob I Sopher 425 East 61 st Street, 4 th Floor New York, NY 10021
-----------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------
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 purpose to be conducted or promoted in Florida: To acquire, hold, own, lease, pledge, finance, develop, construct, improve, sell and/or otherwise deal with real property, including, without limitation, parking facilities and other personal property, signage, fixtures, contract rights and appurtenances thereto, whether directly or indirectly through ownership of Subsidiaries.

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X 
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Jacob I. Sopher on behalf of M&E Holdings LLC

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:

Metropolitan Quik Park of South Florida, LLC

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

CorpDirect Agents, Inc.

(Name)

103 North Meridian Street, Lower Level


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

Tallahassee, Florida 32301

City/State/Zip Code)

Having been named as the 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.

Date:


(Registered Agent's Signature)

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Delaware

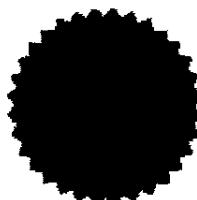
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROPOLITAN QUIK PARK OF SOUTH FLORIDA, 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 THIRTEENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROPOLITAN QUIK PARK OF SOUTH FLORIDA, LLC" WAS FORMED ON THE FIFTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3230071

DATE: 07-13-04

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