

Division of Corporations

Page 1 of 1

M040000003362Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

South Beach Manager, L.L.C.

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

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SECRETARY OF
DIVISION OF CORPORATIONS

Electronic Filing Menu

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Public Access Help

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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 TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. South Beach Manager, L.L.C.
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____
(FEI number, if applicable)

4. August 4, 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. 36400 Woodward Avenue, Suite 118, Bloomfield Hills, MI 48304

(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:

Robert Falor, Manager, 8609 W. Bryn Mawr Ave., Suite 209, Chicago, IL 60631

MSD Investments, LLC, Manager, 36400 Woodward Ave., Suite 118, Bloomfield Hills, MI 48304

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: _____

Serve as manager for one or more limited liability companies

Andrew L. McIntosh
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), P.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Andrew L. McIntosh, Authorized Representative
Typed or printed name of signer

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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 and the Limited Liability Company is:

South Beach Manager, L.L.C.

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

Andrew L. McIntosh

(Name)

101 E. Kennedy Blvd., Suite 2000

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

Tampa,

FL

33602

(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.



(Signature)

\$100.00
\$ 25.00
\$ 30.00
\$ 5.00

Filing Fee for Application
Designation of Registered Agent
Certified Copy (optional)
Certificate of Status (optional)

04 AUG 10
SECTION 608.415
DIVISION OF CORPORATIONS

Delaware

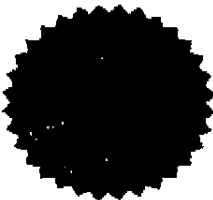
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BEACH MANAGER, L.L.C." 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 FOURTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTH BEACH MANAGER, L.L.C." WAS FORMED ON THE FOURTH DAY OF AUGUST, 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

AUTHENTICATION: 3275094

DATE: 08-04-04