

M0400003726

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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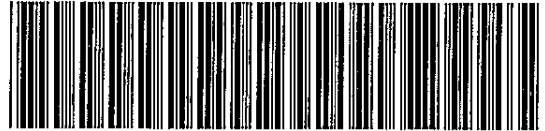
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

37



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 881668 4300043

AUTHORIZATION :

COST LIMIT : \$ 130.00

ORDER DATE : September 10, 2004

ORDER TIME : 2:35 PM

ORDER NO. : 881668-010

CUSTOMER NO: 4300043

CUSTOMER: Mr. David Rodriguez
Proskauer Rose LLP
1585 Broadway
Room 2380
New York, NY 10036-8299

FILED
04 SEP 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SB HOTEL ASSOCIATES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

**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. SB HOTEL ASSOCIATES LLC
 (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. 09/07/04
 (Date of Organization)
5. perpetual
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a
 (Date first transacted business in Florida, if prior to registration.)
 (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Bayrock, Stillman Merrimac LLC 276 Fifth Avenue New York, NY 10001
 (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:
Stillman Bayrock Merrimac LLC, 276 Fifth Avenue, New York, NY 10001

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 own developpe manage and sell Real Estate

Roy Stillman
 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.)

Roy Stillman

Typed or printed name of signee

**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:

SB HOTEL ASSOCIATES LLC

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

Corporation Service Company

(Name)

1201 Nays 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, Florida Statutes.

Corporation Service Company

Carla Lohi

Asst. Vice President

By: Carla Lohi

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

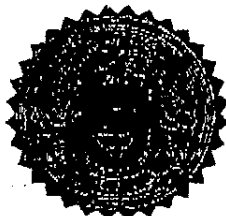
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SB HOTEL ASSOCIATES 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 TENTH DAY OF SEPTEMBER, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SB HOTEL ASSOCIATES LLC" WAS FORMED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3851310 8300

AUTHENTICATION: 3343242

040656854

DATE: 09-10-04