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(Requestor's Name)

(Address)

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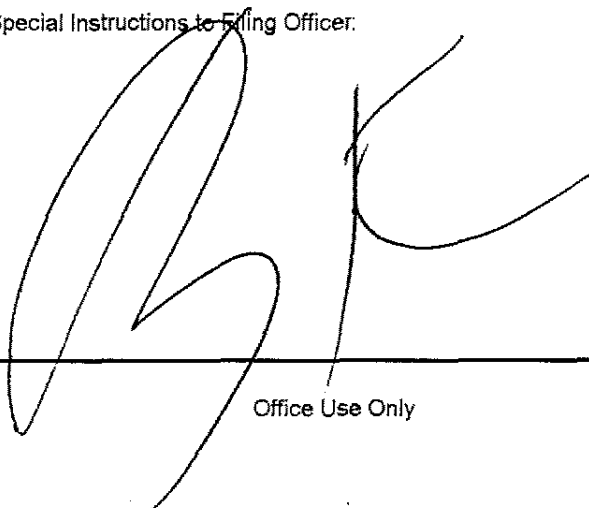
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

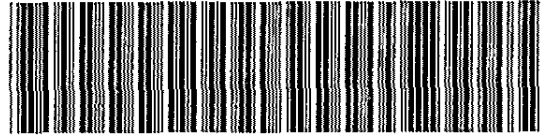
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 952290 7287682  
AUTHORIZATION : *Patricia Pijak*  
COST LIMIT : \$ 125.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 2, 2004  
ORDER TIME : 11:53 AM  
ORDER NO. : 952290-005  
CUSTOMER NO: 7287682

CUSTOMER: Gail E. Muraca, Paralegal  
Cohn Birnbaum & Shea P.c.  
12th Floor  
100 Pearl Street  
Hartford, CT 06103-4500

FOREIGN FILINGS

NAME: OCEAN TERRACE HOTEL OPERATIONS  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

1. Ocean Terrace Hotel Operations LLC  
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-1820076  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/01/2004 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 177 Broad Street  
Stamford, Connecticut 06901  
(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:  
Prospect Deerfield LLC, 177 Broad Street, Stamford, CT 06901  
\_\_\_\_\_  
\_\_\_\_\_

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: (i) Hotel operations; and (ii) to engage in any lawful act or activity for which limited liability companies may be permitted to engage by law.

Prospect Deerfield LLC, its member  
\* By: [Signature]  
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.)  
Richard J. Shea, Jr., Attorney-In-Fact  
Typed or printed name of signee

- \* By: Prospect Deerfield Manager LLC, its manager
- By: Lance B. Lundberg, its manager
- By: Richard J. Shea, Jr., His Attorney-In-Fact

**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:

Ocean Terrace Hotel Operations LLC

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

Corporation Service Company

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(Name)

1201 Hays Street

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Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

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FL 32301

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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

BY:

*Deborah D. Skipper*  
(Signature)

**Deborah D. Skipper**  
**Asst. V. Pres.**

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

# Delaware

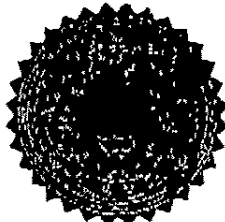
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEAN TERRACE HOTEL OPERATIONS 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 SECOND DAY OF NOVEMBER, 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 "OCEAN TERRACE HOTEL OPERATIONS LLC" WAS FORMED ON THE FIRST DAY OF NOVEMBER, A.D. 2004.



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

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AUTHENTICATION: 3449060

DATE: 11-02-04