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## FOREIGN LIMITED LIABILITY COMPANY

Riverwalk GP Lessee Holdings LLC

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12/20/2004

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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:

Delawase (Intridiction under the law of which foreign firmted liability (FEI number, if applicable)  12/16/2004  5. perpetual (Date of Organization)  (Date of Organization)  (Date first transacted business in Florida, if prior to registration.)  (See sections 608.501 & 608.502 F.S. to determine penalty liability)  399 Park Avenue. New York, NY 10022  (Street Address of Principal Office)  If limited liability company is a manager-managed company, check here  The name and usual business addresses of the managing members or managers are as follows:  PAMI LBREP II LLC, 399 Park Avenue, New York, NY 10022  Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recounts disconnected the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign larguage, a dation of the certificate under one than 60 days old, duly authenticated by the official having custody of recounts defined the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign larguage, a dation of the certificate under one of the translator must be submitted.)  Nature of business or purposes to be conducted or promoted in Florida:  who interests in a limited parmythis?  Signature of a member or an authorized representative of a thember.  (It accordance with section 608.403.), F.S., the execution of this document conduitures an affirmation under the panulties of perjury that the facts stated herein are toyl.)  Howard L. Rosenberg, Authorized Representative		nik GP Lessee Holdings LLC	
Durisdiction under the law of which foreign limited liability (FEI number, if applicable)		(Name of Foreign Limited Liability Company)	
12/16/2004   Chate of Organization   5, perpetual   (Duration: Year limited liability company will cease to exist or "perpetual")   (Duration: Year limited liability company will cease to exist or "perpetual")   (See sections 608.501 & 608.502 F.S. to determine penalty liability)   399 Park Avenue. New York, NY 10022   Chate Address of Principal Office)   Chate I indicated liability company is a manager-managed company, check here     Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company is a manager-managed company, check here   Chate I indicated liability company will cease to Chate I indicated liability of Chate I indicated liabili	Delows	3, applied for	
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Fated 05. J. Gersteinette, Corp. Legat Asst. Steams Weaver Miller Weissler, et al. 150 West Plagler Street, Suite 2200 Miams, Florida 33130 T: 305-789-3545/F: 305-789-3395

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERWALK GP LESSEE HOLDINGS 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 TWENTIETH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERWALK GP LESSEE HOLDINGS LLC" WAS FORMED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2004.

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

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Warriet Smith Hindson Secretary of State

AUTHENTICATION: 3562943

DATE: 12-20-04

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 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 Riverwalk GP Lessee Holdings LLC.
- 2. The name and the Florida street address of the registered agent and office are:

Robert I. Weissier
Steams Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

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 provide for in Chapter 608 Florida Statutes.

Robert I. Weissler, Registered Agent

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SCOULTRY OF STATE