

Sent by: STEARN
Division of Corporations

305 789 3205

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Letter #642

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : STEARN WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FOREIGN LIMITED LIABILITY COMPANY

Riverwalk GP Holdings LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OR

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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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Riverwalk GP Holdings LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 12/16/2004
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 399 Park Avenue, New York, NY 10022
(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:
PAMILBREP II LLC, 399 Park Avenue, New York, NY 10022

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

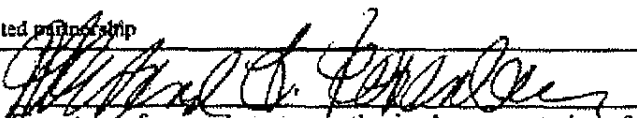
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate 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: _____

own interests in a limited partnership


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.)
Howard L. Rosenberg, Authorized Representative

Typed or printed name of signee

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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 "RIVERWALK GP 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 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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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3562750

DATE: 12-20-04

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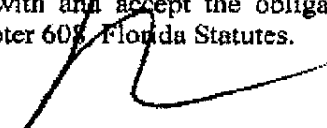
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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

Robert I. Weissler
Stearns 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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