

M 04000005652

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

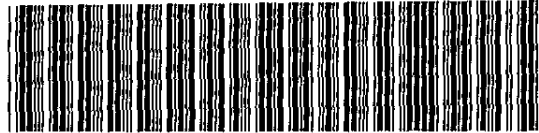
(Document Number)

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

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12/23/04 10:45:58 AM

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04 DEC 23 AM 7:45  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



UCC FILING & SEARCH SERVICES, INC.  
 526 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

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December 23, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

FSM Hotel LLC

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include  
 Articles & Amendments
- Fictitious Name Certificate
- Other

**Retrieval Request**

- Photocopy
- Certified Copy

FILED  
 DEC 23 4 14 PM '04  
 TALLAHASSEE, FLORIDA  
 UCC SERVICES, INC.

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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:

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STATE OF FLORIDA  
TALLAHASSEE

- 1. FSM Hotel 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. December 22, 2004  
(Date of Organization)
- 5. December 31, 2079  
(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. c/o Millennium Partners, 1995 Broadway, 3rd Floor, New York, New York 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:

TB Holding Co I LLC - c/o Millennium Partners, 1995 Broadway, 3rd Floor, New York, New York 10022

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: \_\_\_\_\_

Real estate

Deborah Alderman, authorized representative  
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.)

\_\_\_\_\_  
Typed or printed name of signer

**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:

FSM HOTEL LLC

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

United Corporate Services, Inc.

(Name)

9200 South Dadeland Blvd.-Suite 508

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

Miami

FL 33156

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.*

United Corporate Services, Inc.

By: Michael A. Keller, President

(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

PAGE 1

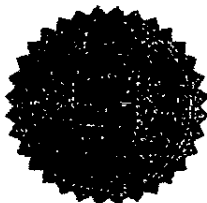
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "FSM HOTEL 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FSM HOTEL LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

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



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

3902068 8300

AUTHENTICATION: 3574990

040937011

DATE: 12-23-04