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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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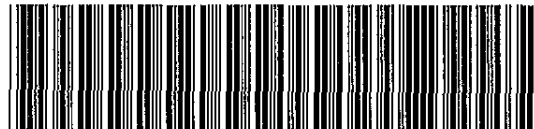
(Business Entity Name)

(Document Number)

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2005 JAN 20 PM 4:45
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TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 20 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 154588 4321040

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 160.00

ORDER DATE : January 20, 2005

ORDER TIME : 3:07 PM

ORDER NO. : 154588-020

CUSTOMER NO: 4321040

CUSTOMER: Carlen Sellers, Legal Asst
Schiff Hardin LLP
6600 Sears Tower
233 S. Wacker Drive
Chicago, IL 60606

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: FIT NBA CYPRESS HOMES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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. FIT NBA Cypress Homes LLC

(Name of Foreign Limited Liability Company)

2. Delaware(Jurisdiction under the law of which foreign limited liability
company is organized)3. 20-1967852

(FEI number, if applicable)

4. 12/1/04

(Date of Organization)

5. Perpetual(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. 1251 Avenue of the Americas, 16th FloorNew York, NY 10020

(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:

Wesley R. Edens, Randal A. Nardone, and Jeffrey R. Rosenthal, Managers, address for all is: c/o Fortress InvestmentGroup, LLC, 1251 Avenue of the Americas, 16th Floor, New York, NY 10020.

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: _____

Owner and lessor of real estate.

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.)William H. Ketcham, Authorized Representative of Member_____
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:

FIT NBA Cypress Homes LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

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.

C T Corporation System

By:

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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

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TALLAHASSEE, FLORIDA

JAN. 20. 2005 1:37PM

CORPORATION SERVICE COMPANY

NO. 7573 P. 5

Delaware

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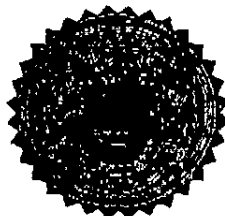
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIT NBA CYPRESS HOMES 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 JANUARY, A.D. 2005.

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 "FIT NBA CYPRESS HOMES LLC" WAS FORMED ON THE FIRST DAY OF DECEMBER, A.D. 2004.

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TALLAHASSEE, FLORIDA



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050048143

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3628927

DATE: 01-20-05