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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

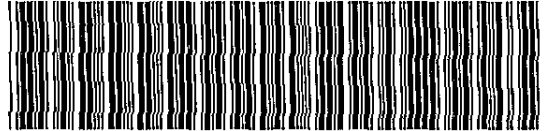
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 281953 7159174
AUTHORIZATION : *Patricia Piguts*
COST LIMIT : \$ 25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2005

ORDER TIME : 10:32 AM

ORDER NO. : 281953-005

CUSTOMER NO: 7159174

CUSTOMER: Donna Fagerstrom, Esq
Hogan & Hartson L.l.p.
875 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: DOWNTOWN MIAMI DEVELOPMENT LLC

XX__ LLC

XXXX ARTICLES OF CORRECTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

**ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is:
Downtown Miami Development LLC

SECOND: The articles of organization or the application to transact business


(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:
Name of Manager was incorrectly identified as "Downtown Miami Management Inc."
Correct Name of Manager is "Downtown Miami Operating Manager LLC" (address for Manager remains the same). Also, address of Principal Office was incorrectly identified as "2711 Centerville Rd, Ste 400, Wilmington, DE 19801.
Correct Principal Office address is 551 Fifth Ave., 34th Fl., New York, NY 10176.
OR

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction is as follows:

Dated: March 28

2005


Signature of a member or authorized representative of a member

Mitchell R. Lubart, authorized person

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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MAR 29 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
05 MAR 23 PM 2:00
CLERK OF SUPERIOR COURT
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. Downtown Miami Development LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FBI number, if applicable)
4. March 16, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 2711 Centerville Road, Suite 400
Wilmington, DE 19801
(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:
Downtown Miami Management Inc.
c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor
New York, New York 10176

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: Holding company for entities
that acquire and own real estate and other lawful acts as limited by DE law and the
Operating Agreement

Mitchell R. Lubart
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.)

Mitchell R. Lubart, authorized person

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:

Downtown Miami Development LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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

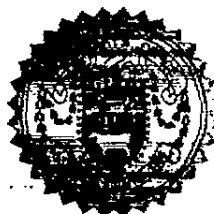
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOWNTOWN MIAMI DEVELOPMENT 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-SECOND DAY OF MARCH, 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 "DOWNTOWN MIAMI DEVELOPMENT LLC" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2005.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3941063 8300

AUTHENTICATION: 3760971

050235773

DATE: 03-22-05