

M0500000166Z

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

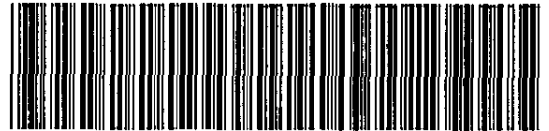
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SEC. OF STATE  
TALLAHASSEE, FLORIDA

05-29-2007  
11:10 AM  
FILED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 281742 7159174  
AUTHORIZATION :  
COST LIMIT : \$ 160.00

FILED  
05 MAR 29 PM 1:10  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2005

ORDER TIME : 2:38 PM

ORDER NO. : 281742-005

CUSTOMER NO: 7159174

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

New York, NY 10022

FOREIGN FILINGS

NAME: DOWNTOWN MIAMI OPERATING  
MANAGER LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: \_\_\_\_\_

FILED  
05 MAR 29 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:*

1. Downtown Miami Operating Manager LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. pending  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 28, 2005 5. perpetual  
(Date of Organization) (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. c/o Argent Ventures LLC, 551 Fifth Avenue, 34th Floor  
New York, New York 10176  
(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:

Andrew S. Penson  
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: Operating manager of  
real property 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 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:

Downtown Miami Operating Manager 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:

Carla Lohi

(Signature)

**Carla Lohi**

**Asst. Vice President**

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

# Delaware

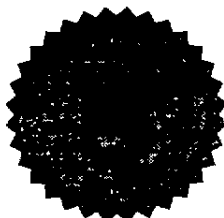
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOWNTOWN MIAMI OPERATING MANAGER 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-EIGHTH 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 OPERATING MANAGER LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2005.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3945432 8300

AUTHENTICATION: 3771420

050250455

DATE: 03-28-05