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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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05 MAY 25 PM 12:59
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 383526 5155750
AUTHORIZATION : Patricia Pizeto
COST LIMIT : \$ 125.00

FILED
05 MAY 25 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 20, 2005
ORDER TIME : 9:25 AM
ORDER NO. : 383526-025
CUSTOMER NO: 5155750
CUSTOMER: Carol Fallacaro
Alvarez & Marsal, Inc.
6th Floor
600 Lexington Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: ALVAREZ & MARSAL REAL ESTATE
ADVISORY SERVICES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER:

FILED
05 MAY 25 PM 12:58
SECRETARY OF STATE
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. Alvarez & Marsal Real Estate Advisory Services, LLC
(Name of Foreign Limited Liability Company)

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

4. October 27, 2003 5. Perpetual
(Date of Organization) (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. 600 Lexington 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:

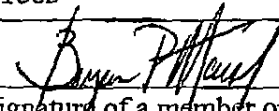
Antonio C. Alvarez -- 600 Lexington Ave., 6th Fl., New York, NY 10022

Bryan P. Marsal -- 600 Lexington Ave., 6th Fl., New York, NY 10022

William W. McGuire -- 122 W. Carpenter Freeway, Suite 200, Irving, TX 75039

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: Provide
Consulting Services


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.)
BRYAN P. MARSAL, MANAGER
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:

Alvarez & Marsal Real Estate Advisory Services, 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

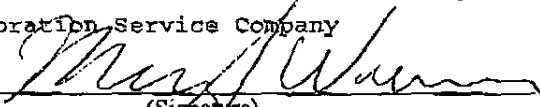
FL 32301

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:



(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

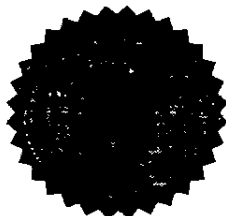
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALVAREZ & MARSAL REAL ESTATE ADVISORY SERVICES, 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 MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALVAREZ & MARSAL REAL ESTATE ADVISORY SERVICES, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3894670

3720222 8300

050417575

DATE: 05-20-05