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(Address)

(City/State/Zip/Phone #)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 473336 7104837

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 125.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 8, 2005

ORDER TIME : 9:16 AM

ORDER NO. : 473336-020

CUSTOMER NO: 7104837

CUSTOMER: Ms. Betty Zeigler  
Turnberry Associates  
Suite 400  
19501 Biscayne Boulevard  
Aventura, FL 33180

FOREIGN FILINGS

NAME: FONTAINEBLEAU RESORT  
PROPERTIES I, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

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

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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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. FONTAINEBLEAU RESORT PROPERTIES I, LLC  
(Name of Foreign Limited Liability Company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2430105  
(FEI number, if applicable)
4. FEBRUARY 16, 2005  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 19501 BISCAYNE BLVD., STE. 400, AVENTURA, FL 33180  
(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:

FONTAINEBLEAU RESORT HOLDINGS, LLC

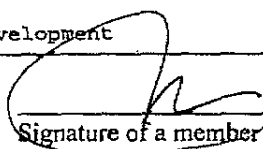
19501 BISCAYNE BLVD., STE. 400

AVENTURA, FL 33180

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 development

  
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.)

JEFFREY SOFFER

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:

FONTAINEBLEAU RESORT PROPERTIES I, LLC

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

Mario Romine

(Name)

Turnberry Associates, 19501 Biscayne Blvd., Ste. 400

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

Aventura

FL 33180

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.*

Mario Romine

By: Mario A. Romine

(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

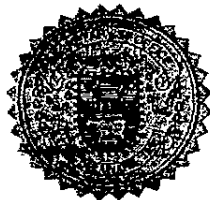
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FONTAINEBLEAU RESORT PROPERTIES I, 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 EIGHTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FONTAINEBLEAU RESORT PROPERTIES I, LLC" WAS FORMED ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005.

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



3927213 8300

050568831

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4008581

DATE: 07-08-05