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2005 SEP 28 P 4: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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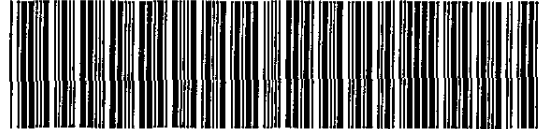
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2005 SEP 23 P 4: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Registration Section  
Division of Corporations

SUBJECT: Bayswater Development Florida LLC, a Delaware LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Denielle M. Landers

(Name of Person)

Grand Harbor Management

(Firm/Company)

3755 7th Terrace, Suite 304

(Address)

Vero Beach, FL 32960

(City/State and Zip Code)

For further information concerning this matter, please call:

Denielle M. Landers

(Name of Person)

at ( 772 ) 794-7828

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

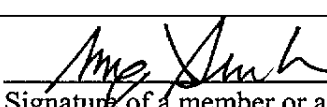
☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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2005 SEP 28 P 4:29  
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. Bayswater Development Florida LLC, a Delaware LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3398767  
(FEI number, if applicable)
4. September 19, 2005  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 1, 2005  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 3755 7th Terrace, Suite 301  
Vero Beach, FL 32967  
(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:  
c/o American Real Estate Holdings LP  
100 South Bedford Road  
Mt. Kisco, NY 10549
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: general contractor

  
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.)

Doug Bruk

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

2005 SEP 28 P 4: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

Bayswater Development Florida LLC, a Delaware LLC

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

Doug Bruk

(Name)

3755 7th Terrace, Suite 301

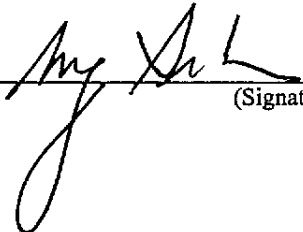
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Vero Beach

FL 32967

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.*

  
\_\_\_\_\_  
(Signature)

\$ 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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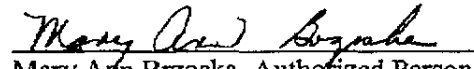
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF FORMATION  
OF  
LIMITED LIABILITY COMPANY

FIRST. The name of the limited liability company is BAYSWATER DEVELOPMENT FLORIDA LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington. The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of BAYSWATER DEVELOPMENT FLORIDA LLC this 19th day of September, A.D. 2005.

  
Mary Ann Brzoska, Authorized Person

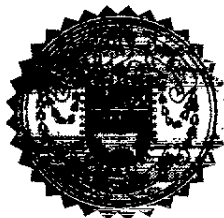
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:56 PM 09/19/2005  
FILED 05:49 PM 09/19/2005  
SRV 050766097 - 4032471 FILE

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BAYSWATER DEVELOPMENT FLORIDA LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2005, AT 5:49 O'CLOCK P.M.



4032471 8100

050766097

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4166780

DATE: 09-19-05