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To:

Division of Corporations  
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M. HODGES

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG  
Account Number : 119990000180  
Phone : (305)357-5775  
Fax Number : (305)357-5534

DIVISION OF CORPORATION

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FOREIGN LIMITED LIABILITY COMPANY

Bray & Gillespie, LLC XXXII

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

TALLAHASSEE FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDAIN 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. Bray & Gillespie, LLC XXXII  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. December 13, 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. 800 Brickell Avenue, Suite 1270  
Miami, FL 33131  
(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:

MGR: Michael A. Rosen, 800 Brickell Avenue, Suite 1270, Miami, FL 33131

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 investmentsMichael A. Rosen, ManagerSignature 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.)\_\_\_\_\_  
Typed or printed name of signeeTALLAHASSEE, FLORIDA  
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**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:

Bray & Gillespie, LLC XXXII

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

Michael A. Rosen

(Name)

800 Brickell Avenue, Suite 1270

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

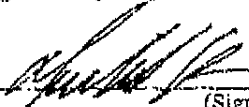
Miami

FL

33131

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)

# Delaware

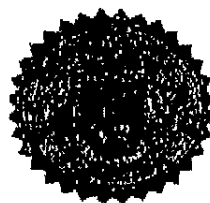
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRAY & GILLESPIE ACQUISITIONS II, 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 NINETEENTH DAY OF DECEMBER, A.D. 2005.

4079613 8300

051030628



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4384301

DATE: 12-19-05

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