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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

1645 West Palm Associates LLC

|                       |          |
|-----------------------|----------|
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SECRET STATE  
TENNISSEE, 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. 1645 West Palm Associates LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-4885600  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. May 5, 2006 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. c/o RFR Holding, LLC  
390 Park Avenue, NY, 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:

Sole Member:  
Palm Beach Lakes Blvd. Investors, L. P., a Delaware limited partnership  
c/o RFR Holding, LLC, 390 Park Avenue, 3rd Floor, New York, New York 10022

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

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.503(3), F.S., the execution of this document constitutes an acknowledgment by the signatory of the accuracy of the information herein stated.)

Ally Brown

Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

1645 West Palm Associates LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

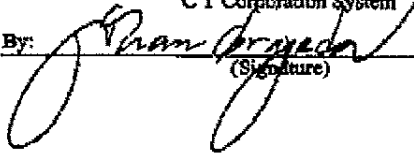
Plantation, Florida 33324

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.*

CT Corporation System

By:



(Signature)

Juan Grajeda

Assistant Secretary

- \$ 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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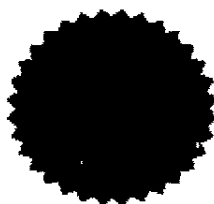
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1645 WEST PALM ASSOCIATES 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-FIRST DAY OF JUNE, A.D. 2006.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4154259 8300

060595662

AUTHENTICATION: 4842804

DATE: 06-21-06