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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

LUDLAM POINT MEZZANINE, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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**APPLICATION BY LUDLAM POINT MEZZANINE, LLC  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503 of the Florida Limited Liability Company Act, Ludlam Point Mezzanine, LLC, a Delaware limited liability company (the "Company"), submits the following to register as a foreign limited liability company authorized to transact business in the State of Florida.

1. The name of the Company is Ludlam Point Mezzanine, LLC.
2. The Company was formed under the laws of the State of Delaware on August 22, 2002.
3. The Company's federal identification number is 03-0480001.
4. The Company shall have a perpetual existence.
5. The Company shall commence business in the State of Florida upon the filing and acceptance of this Application for Authorization to Transact Business.
6. The Company's principal office and mailing address is 6880 S.W. 44<sup>th</sup> Street, Suite 100, Miami, Florida 33155.
7. The Company is a manager-managed company. The name and usual business address of the Company's Manager are Jose M. Suriol, 6880 S.W. 44<sup>th</sup> Street, Suite 100, Miami, Florida 33155.
8. The name and Florida street address of the registered agent and office are:
 

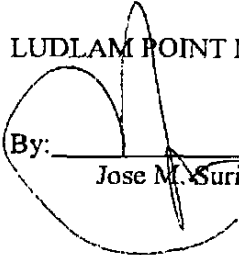
Jose M. Suriol  
c/o JMS, Inc.  
6880 SW 44<sup>th</sup> Street, #100  
Miami, FL 33155
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State of Delaware.
10. The nature of business or purpose of the Company to be conducted or promoted in Florida is the transaction of any and all lawful business.

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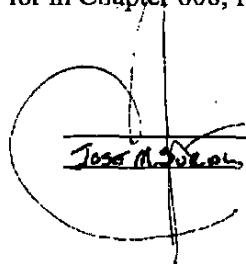
IN WITNESS WHEREOF, the undersigned authorized person has executed this Application for Qualification to Transact Business in Florida.

LUDLAM POINT MEZZANINE, LLC

By:  \_\_\_\_\_  
Jose M. Suriol, Manager

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Ludlam Point Mezzanine, LLC 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.

 \_\_\_\_\_  
Jose M. Suriol, Registered Agent

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUDLAM POINT MEZZANINE 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 SIXTEENTH DAY OF OCTOBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LUDLAM POINT MEZZANINE LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2002.

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5117931

DATE: 10-16-06

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