

From:

01/23/2007 15:44:049 P.001/004

Division of Corporations

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Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

215 BRAZILIAN HOLDING LLC

RECEIVED

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Certificate of Status	0
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From:

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JAN-23-2007 09:58

OGFRW LLP

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P.02

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

- 1. 215 Brazilian Holding LLC  
(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. 01/17/2007  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. upon filing  
(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, 3rd Floor  
New York 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:

<u>Aby Rosen</u>	<u>c/o RFR Holding LLC</u>	<u>390 Park Ave., 3rd Fl., NY, NY 10022</u>
<u>Michael Fuchs</u>	<u>c/o RFR Holding LLC</u>	<u>390 Park Ave., 3rd Fl., NY, NY 10022</u>

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TALLAHASSEE FLORIDA

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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:

To own, develop, construct, operate, manage, finance, lease and sell property.

*Wendy A. Bloom*

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.)

**Wendy A. Bloom, Authorized Representative**

Typed or printed name of signee

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From:

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CGFRW LLP

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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:

215 Brazilian Holding LLC

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

National Corporate Research, Ltd., Inc.  
(Name)

515 East Park Avenue

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

Tallahassee FL 32301  
City/State/Zip

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TALLAHASSEE, FLORIDA

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*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)

IDA BAROVOY ASST. SECY.  
(Signer Name and Title)

\$ 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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TOTAL P.03

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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 "215 BRAZILIAN HOLDING 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-THIRD DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "215 BRAZILIAN HOLDING LLC" WAS FORMED ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2007.

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



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5375476

DATE: 01-23-07

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