

M07 000001016

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

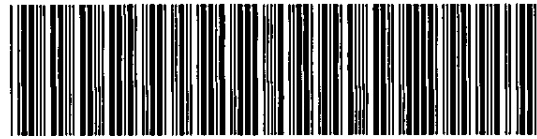
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF REVENUE
DIVISION OF CLASSIFICATIONS
TALLAHASSEE, FLORIDA

RECEIVED
08 FEB 11 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
08 FEB 11 AM 9:00

B. KOHR

FEB 15 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 434623 4321791
AUTHORIZATION : *Spud Clement*
COST LIMIT : \$ 25.00

ORDER DATE : February 6, 2008
ORDER TIME : 12:10 PM
ORDER NO. : 434623-010
CUSTOMER NO: 4321791

FILED
08 FEB 11 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: RIVERWALK I PRESERVATION GP II
LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT#

EXAMINER: _____



RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2008 FEB 14 PM 4: 07

NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

February 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HEATHER CHAPMAN
CSC
TALLAHASSEE, FL

SUBJECT: RIVERWALK I PRESERVATION GP II, LLC
Ref. Number: M07000001016

RESUBMIT

Please give original
submission date as file date

FILED
08 FEB 11 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RIVERWALK I PRESERVATION GP II, LLC and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

This AFFIDAVIT is filed for one reason only -- to identify the names and addresses of a company's current MANAGERS or MANAGING MEMBERS.

The affidavit cannot be used for any other purpose -- such as informing us of a company's non-managing members.

This company currently lists RAP FL 2, LLC as its MANAGING MEMBER. We assume that you now want us to remove RAP FL 2, LLC and replace it with RAP FL 6, LLC. We assume that RAP FL 6, LLC is the new MANAGING MEMBERER

But if that is so, you must list the title "MANAGING MEMBER" or "MGRM" in Item 4. We cannot accept just "MEMB." in Item 4, because that would identify a non-managing member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 608A00008829

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: Riverwalk I Preservation GP II, LLC

2. This entity was formed under the laws of: Delaware

3. This entity was authorized to transact business in Florida on February 21, 2007 and its Florida document/registration number is M07000001016

4. The name and address of each manager or managing member is as follows:

Title:
"MGR" = Manager
"MGRM" = Managing Member

Name and Address:
RAP FL 6, LLC
60 Columbus Circle
New York, NY 10023

MGR

FILED
08 FEB 11 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Required Signature:

Mark E. Carbone
(Signature of Manager, Managing Member or Member)

Filing Fee: \$25

BY: RAP FL 6, LLC, its manager
BY: Mark E. Carbone,
Vice President.