

M07000002557

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

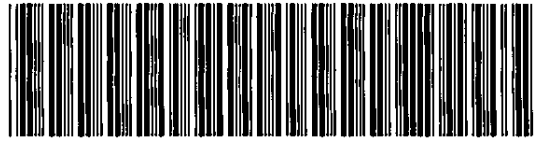
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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05/02/07--01002--017 **125.00

FILED
07 MAY - 1 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 MAY - 1 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6913446 SO
Customer Reference 1: None Given
Customer Reference 2:

5/1

Dear Department of State, Florida:

Please obtain the following:

~~Fontainebleau Florida Tower 2, LLC (FL)
Conversion
Florida~~

~~Fontainebleau Florida Hotel, LLC (FL)
Conversion
Florida~~

~~Fontainebleau Florida Hotel, LLC (DE)
Registration
Florida~~

Fontainebleau Florida Tower 2, LLC (DE)
Registration
Florida

File 2nd

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FONTAINEBLEAU FLORIDA TOWER 2, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Shaun S. Fleming, Corporate Paralegal

(Name of Person)

Buchanan Ingersoll & Rooney PC

(Firm/Company)

301 Grant Street, 20th Floor

(Address)

Pittsburgh, PA 15219

(City/State and Zip Code)

For further information concerning this matter, please call:

Shaun S. Fleming

(Name of Person)

at (412) 562-1588

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED
 07 MAY - 1 PM 2008
 SECRETARY OF STATE
 TALLAHASSEE, 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:

07 MAY - 1 PM 2:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Fontainebleau Florida Tower 2, LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-2401699
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 30, 2007 5. Perpetual
(Date of Organization) (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. 2827 Paradise Road, Fourth Floor
Las Vegas, NV 89109
(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:
Fontainebleau Florida Hotel Properties, LLC
2827 Paradise Road, Fourth Floor
Las Vegas, NV 89109
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 development

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.)

Typed or printed name of signee

Glenn Schaeffer

**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:

Fontainebleau Florida Tower 2, 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

FL 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:

Curt Kreisel, Ass. Sec.
(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

PAGE 1

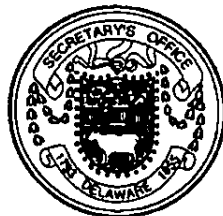
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FONTAINEBLEAU FLORIDA TOWER 2, 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 FIRST DAY OF MAY, A.D. 2007.

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

4343485 8300

070496550



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5637689

DATE: 05-01-07