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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 013698 4302312
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 125.00

FILED
07 JUL 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 17, 2007
ORDER TIME : 10:38 AM
ORDER NO. : 013698-005
CUSTOMER NO: 4302312

FOREIGN FILINGS

NAME: PHILLIPS CLUB II HOLDINGS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Phillips Club II Holdings LLC
(Name of foreign limited liability company)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-819-5816
(FEI number, if applicable)
4. December 1, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NOT YET TRANSACTED BUSINESS IN FLORIDA
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o MILLENNIUM PARTNERS, 1995 BROADWAY
NEW YORK, NEW YORK 10023
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The usual business addresses of the managing members or managers are as follows:


PHILIP H. LOVETT, CHRISTOPHER M. JEFFERIES AND Philip E. AARONS

The business address for all 3 members is: Phillips Club II Holdings LLC
c/o Millennium Partners
1995 BROADWAY

NEW YORK, NEW YORK 10023

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: THE SALE OF TIMESHARE
MEMBERSHIP INTERESTS IN THE PHILLIPS CLUB II AT THE GRAND MILLENNIUM CONDOMINIUM


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.)

Phillip H. Lovett, Authorized Representative

Typed or printed name of signee

**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:

Phillips Club II Holdings LLC

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

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE,

FL 32301

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, F.S..



(Signature)

Janet Budhu, Asst. Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**State of New York
Department of State } ss:**

I hereby certify, that PHILLIPS CLUB II HOLDINGS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/01/2006, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of July
two thousand and seven.*

Daniel Shapiro
Special Deputy Secretary of State