

To: The Florida Dept. of State
Subject: 00063175630

From: Ashley Smith

Tuesday, October 04, 2007 3:11 PM Page: 1 of 10

MO1000005969

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H070002475173)))



H070002475173ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6383

* File First *

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000631.75630

FLORIDA/FOREIGN LIMITED LIABILITY CO.

TISHMAN SPEYER ARCHSTONE-SMITH DELRAY BEACH GP, L

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT -4 AM 8:40

FILED

RECEIVED

07 OCT 04 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H07000247517 3

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Tishman Spayer Archstone-Smith Delray Beach GP, L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/2/04 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(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 Tishman Spayer, 45 Rockefeller Plaza
New York, NY 10111
(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:

Tishman Spayer Archstone-Smith Delray Beach Mezzanine I, L.P.

c/o Tishman Spayer, 45 Rockefeller Plaza, New York, NY 10111

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 management and leasing.

By: Tishman Spayer Archstone-Smith Delray Beach Mezzanine I, L.P., its manager

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.)

Paul A. Gallano, Authorized Signatory

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT -4 AM 8:40

FILED

H07000247517 3

H07000247517 3

**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:

Tishman Speyer Archstone-Smith Delray Beach GP, LLC.

If name unavailable, the alternate name to be used in the state of Florida is:

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

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

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

Weston

FL 33331

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.
NRAI Services, Inc.

By: 

(Signature)

Geraldine Miranda, Assistant Secretary

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT -4 AM 8:40

FILED

H07000247517 3

H070002475173

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TISHMAN SPEYER ARCHSTONE-SMITH DELRAY BEACH GP, L.L.C." 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 SECOND DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TISHMAN SPEYER ARCHSTONE-SMITH DELRAY BEACH GP, L.L.C." WAS FORMED ON THE FIRST DAY OF OCTOBER, A.D. 2007.

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

4432782 8300

071075886



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6043450

DATE: 10-02-07

H070002475173