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TALLAHASSEE, FLORIDA

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B. KOHR

FEB 11 2008

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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08 FEB 11 PM 12:35

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FILED
08 JAN 25 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 28, 2008

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: T/AQ HOLDINGS, LLC
Ref. Number: W08000004294

RESUBMIT

Please give original
submission date as file date.

We have received your document for T/AQ HOLDINGS, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

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: 308A00005633



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 418156 7483879

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
08 JAN 25 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 25, 2008

ORDER TIME : 3:18 PM

ORDER NO. : 418156-005

CUSTOMER NO: 7483879

RESUBMIT

Please give original
submission date as file date.

FOREIGN FILINGS

NAME: T/AQ 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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. T/AQ HOLDINGS, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

T/AQ HOLDINGS OF DELAWARE, 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

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-1825589

(FBI number, if applicable)

4. December 10, 2004

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will 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. 4000 Island Boulevard, PH2, Aventura, FL 33160

(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:

Transatlantic Hospitality, LLC

c/o TG Holdings, Ltd., 4000 Island Boulevard, PH2, Aventura, FL 33160

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 engage in any lawful act or activity.

Richard Feldman

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.)

Richard Feldman, Authorized Representative of Member

Typed or printed name of signee

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08 JAN 25 PM 3:29
TALAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

T/AQ HOLDINGS, LLC

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

T/AQ HOLDINGS OF DELAWARE, 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, Florida Statutes.

Corporation Service Company

BY: 

(Signature)

Ann R. Shilling, Assistant VP

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

WRITTEN CONSENT OF SOLE MEMBER

OF

T/AQ HOLDINGS, LLC

THE UNDERSIGNED, being the sole member of T/AQ HOLDINGS, LLC, a Delaware limited liability company (the "Company"), hereby consents to the taking of the following action by written consent:

WHEREAS, the Company wishes to file with Florida Secretary of State an Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida and the name "T/AQ Holdings, LLC" is unavailable in Florida;

BE IT RESOLVED, that the alternate name of the Company for the purpose of transacting business in Florida shall be: T/AQ Holdings of Delaware, LLC

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 4th day of February, 2008.

TRANSATLANTIC HOSPITALITY, LLC
Sole Member

By: _____


James M. Lieb
Executive Vice President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T/AQ HOLDINGS, 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-FIFTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "T/AQ HOLDINGS, LLC" WAS FORMED ON THE TENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3894665 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6338407

DATE: 01-25-08