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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
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FILED
08 MAR 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.**Fontainebleau Miami JV Member, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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**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 Miami JV Member, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, Florida 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.

C T Corporation System

By: Carrie Bryan

(Signature)

CARRIE BRYAN
SPECIAL ASSISTANT SECRETARY

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\$ 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 MIAMI JV MEMBER, 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 THIRTEENTH DAY OF MARCH, A.D. 2008.

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

4517398 8300

080315142



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6448447

DATE: 03-13-08