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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*W08-33917*

FLORIDA/FOREIGN LIMITED LIABILITY CO.

PB HOLLYWOOD II LOFTS, LLC

RECEIVED  
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FAX AUDIT # H08000174976

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

1. PB HOLLYWOOD II LOFTS, LLC (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 (Jurisdiction under the law of which foreign limited liability company is organized) 3. 26-2994240 (FEI number, if applicable)

4. MAY 16, 2008 (Date of Organization) 5. PERPETUAL (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. 230 PARK AVENUE NEW YORK, NY 10169 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: ROBERT PERSICO, ANN WILHELM AND ALFREDO ZULLO, MANAGERS ALL OF 230 PARK AVENUE NEW YORK, NY 10169

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

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.) Ann J. Wilhelm / ROBERT J. PERSICO Typed or printed name of signee

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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:

--- PB HOLLYWOOD II LOFTS, LLC ---

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

N/A

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

CORPDIRECT AGENTS, INC.

515 East Park Avenue, Tallahassee, FL 32301.

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DIVISION OF CORPORATIONS



800-388-2123

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:  
PB HOLLYWOOD II LOFTS, LLC**

Having been named as registered agent and to accept service of process for the aforementioned entity 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 provision 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.

CorpDirect Agents, Inc.

By:   
Its Agent: Kevin R. Roberts

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PB HOLLYWOOD II LOFTS, 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 ELEVENTH DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PB HOLLYWOOD II LOFTS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF MAY, A.D. 2008.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6720937

DATE: 07-11-08

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