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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

215 Brazilian License Holding LLC

Certificate of Status	0
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Page Count	04
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J. BRYAN

JAN -5 2009

EXAMINER

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Corporate Filing Menu

Help

**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. 215 Brazilian License Holding 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 3. N/A
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 30, 2008 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
 (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 RFR Holding LLC
390 Park Avenue, 3rd Floor, New York, NY 10022
 (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:
 Managing Member: Aby Rosen, c/o RFR Holding LLC, 390 Park Avenue, 3rd Floor, New York, NY 10022

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 acquire, own, hold and
manage a hospitality business and activities incidental thereto.

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.)
/s/ Aby Rosen Authorized Representative
 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:

215 Brazilian License Holding 1, LC

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

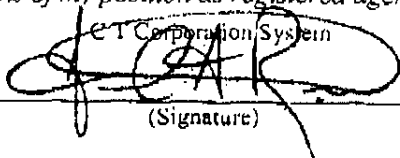
2. The name and the Florida street address of the registered agent and office are:

C T Corporation System		
_____ (Name)		
1200 South Pine Island Road		
_____ Florida Street Address (P.O. Box <u>NOT</u> ACCEPTABLE)		
Plantation	FL	33324
_____ City/State/Zip		

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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.

By:


(Signature)

 **Joel A. Rodriguez**
Corporate Ops. Manager

\$ 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 "215 BRAZILIAN LICENSE HOLDING 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 THIRTY-FIRST DAY OF DECEMBER, A. D. 2008.

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

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at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7056083

DATE: 12-31-08