

2011 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# M09000001335

FILED
Apr 12, 2011
Secretary of State

Entity Name: MSR RESORT SPE GP LLC

Current Principal Place of Business:

1585 BROADWAY, 37TH FLOOR
C/O MORGAN STANLEY REAL ESTATE FUND
NEW YORK, NY 10036

New Principal Place of Business:

ONE POST OFFICE SQUARE
SUITE 3100
BOSTON, MA 02110

Current Mailing Address:

1585 BROADWAY, 37TH FLOOR
C/O MORGAN STANLEY REAL ESTATE FUND
NEW YORK, NY 10036

New Mailing Address:

ONE POST OFFICE SQUARE
SUITE 3100
BOSTON, MA 02110

FEI Number: 41-2237349

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

Date

MANAGING MEMBERS/MANAGERS:

Title: MGRM
Name: BUZA, JOHN P
Address: ONE POST OFFICE SQUARE, SUITE 3100
City-St-Zip: BOSTON, MA 02110

Title: MGRM
Name: FRANCO, MICHAEL J
Address: ONE POST OFFICE SQUARE, SUITE 3100
City-St-Zip: BOSTON, MA 02110

Title: MGRM
Name: QUINN, MICHAEL T
Address: ONE POST OFFICE SQUARE, SUITE 3100
City-St-Zip: BOSTON, MA 02110

I hereby certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: MICHELLE DONATO

POA

04/12/2011

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date