

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305)374-7580  
Fax Number : (305)351-2122

Attn: Lalaine 31854

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

Fontainebleau Las Vegas Retail Parent, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

J. BRYAN

NOV 30 2009

EXAMINER

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**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. Fontainebleau Las Vegas Retail Parent, 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. 20-8899796  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 23, 2007 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. February 27, 2009  
(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 Howard C. Karawan, 19950 West Country Club Drive, Aventura, Florida 33180

(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:

Fontainebleau Resort Holdings, LLC

c/o Howard C. Karawan, 19950 West Country Club Drive, Aventura, Florida 33180

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: Any and all business  
or purposes permitted to be conducted or promoted under the laws of the State of Florida

//s// Howard C. Karawan

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.)

Howard C. Karawan, Authorized Representative of Member

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:

Fontainebleau Las Vegas Retail Parent, LLC

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

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation FL 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.*

By: Madonna Cuddihy

CT Corporation System

(Signature)

**Madonna Cuddihy**  
**Special Assistant Secretary**

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

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FONTAINEBLEAU LAS VEGAS RETAIL PARENT, 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 NOVEMBER, A.D. 2009.

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

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TALLAHASSEE, FLORIDA

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7663368

DATE: 11-25-09

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