

M10000001307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

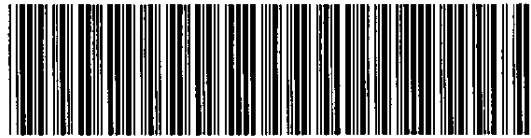
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



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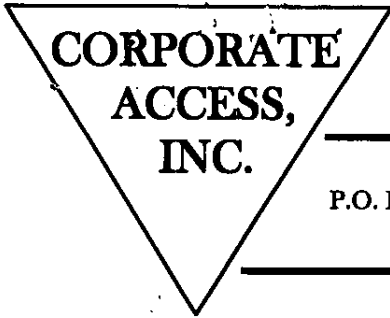
2010 APR -8 PM 1:59:10 APR -9 PM 4:25

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DIVISION OF CORPORATIONS  
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B. KOHR

APR 12 2010

EXAMINER



*When you need ACCESS to the world*

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP: 4/8 Emily

- CERTIFIED COPY
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LLC Amend

FILED  
DIVISION OF CORPORATE REGISTRATIONS  
10 APR 19 PM 4:25

1. MP Miami Hotel LLC  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**  
\_\_\_\_\_  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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10 APR -9 PM 2:43

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

April 8, 2010

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: MP MIAMI HOTEL LLC  
Ref. Number: M10000001307

Presubmitting  
4/9/10

We have received your document for MP MIAMI HOTEL LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$25.00 payment.

Because MP MIAMI HOTEL LLC is a Delaware LLC it cannot use a Florida LLC Amendment form.

To add or change MANAGERS, please complete and submit the special form called AFFIDAVIT TO CHANGE MANAGERS AND MANAGING MEMBERS.

This form is only used by foreign LLC's.

Please note that on this form you will list ALL of the company's managers, not just the one being added.

You could also use our FOREIGN LLC Amendment form, but this form always requires some sort of CERTIFICATION from the home state, either a certified copy of an amendment, or a good-standing certificate.

No certification is required with the AFFIDAVIT form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 210A00008676

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 APR -9 PM 4:25

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: MP Miami Hotel LLC

2. This entity was formed under the laws of: Delaware

3. This entity was authorized to transact business in Florida on March 22, 2010 and its Florida document/registration number is ML0000001307

4. The name and address of each manager or managing member is as follows:

Title:  
"MGR" = Manager  
"MGRM" = Managing Member

Name and Address:

MGR  
Philip E. Aarona  
c/o Millennium Partners  
1995 Broadway, Third Floor  
New York, NY 10023

MGRM  
MP Miami Holding Co LLC  
c/o Millennium Partners  
1995 Broadway, Third Floor  
New York, NY 10023

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Required Signature:   
Signature of Manager, Managing Member or Member

Filing Fee: \$25

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 APR -9 PM 4:25