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

From: Account Name : NRAY SERVICES, LLC
Account Number : I20080000104
Phone : (302) 674-4089
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**Foreign Limited Liability Company
N540CH, HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
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J. BRYAN
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EXAMINER
5/6/2010

H10000111287 3

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. N540CH HOLDINGS, 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. 27-0925226
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. SEPTEMBER 14, 2009 5. DECEMBER 31, 2039
(Date of Organization) (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. 2200 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
(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:

Sonny Kahn, Manager, 2200 Biscayne Blvd., Miami, FL 33137

Russell Galbut, Manager, 2200 Biscayne Blvd., Miami, FL 33137

Bruce Menin, Manager, 2200 Biscayne Blvd., Miami, FL 33137

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 Development

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 admission under the penalties of perjury that the facts stated herein are true.)

Sharon Christenbury, Authorized Representative

Typed or printed name of signee

H10000111287 3

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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:

N540CH HOLDINGS, 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:

Sharon Christenbury, Esq.

(Name)

2200 BISCAYNE BOULEVARD

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

MIAMI, FLORIDA 33137

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

(Signature)

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

H10000111287 3

H10000111287 3

PAGE 1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "N540CH HOLDINGS, 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 SIXTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "N540CH HOLDINGS, LLC" WAS FORMED ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2009.

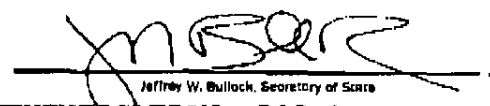
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

4730290 8300

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7977288

DATE: 05-06-10

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