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**LIMITED LIABILITY REINSTATEMENT  
FOG CAP RETAIL INVESTORS LLC**

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|-----------------------|----------|
| Certificate of Status | 0        |
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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------------------|--|
| <b>LIMITED LIABILITY COMPANY REINSTATEMENT</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   |  |                          | <b>FLORIDA DEPARTMENT OF STATE</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                            |  |
| <b>DOCUMENT #</b> M10000004726<br>1. Limited Liability Company's Name<br><b>FOG CAP RETAIL INVESTORS LLC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                   |                                                                                   |                          |                                                                                                                                 |  |
| 2. Principal Office Address - No P.O. Box #<br><b>c/o FIG LLC</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                   | 3. Mailing Office Address                                                         |                          | 4. State/Country of Formation<br><b>Oregon</b>                                                                                  |  |
| Suite, Apt. #, etc.<br><b>1345 Avenue of the Americas,</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                   | Suite, Apt. #, etc.                                                               |                          | 5. Date Organized or Qualified To Do Business in Florida<br><b>10/26/2010</b>                                                   |  |
| City & State<br><b>New York, NY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   | City & State                                                                      |                          | 6. FEI Number<br><b>45-0487810</b>                                                                                              |  |
| Zip<br><b>10105</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Country                           | Zip                                                                               | Country                  | 7. CERTIFICATE OF STATUS DESIRED <input checked="" type="checkbox"/> \$5.00 Additional Fee required for a Certificate of Status |  |
| 8. Name and Address of Current Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                   |                                                                                   |                          | E-mail Address:                                                                                                                 |  |
| Name<br><b>CT CORPORATION SYSTEM</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                   |                                                                                   |                          | <b>DBCTProcess@fortress.com</b>                                                                                                 |  |
| Street Address (P.O. Box Number is Not Acceptable)<br><b>1200 SOUTH PINE ISLAND ROAD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                   |                                                                                   |                          | (To be used for future annual report notices)                                                                                   |  |
| Suite, Apt. #, Etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   |                                                                                   |                          |                                                                                                                                 |  |
| City<br><b>PLANTATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                   | State<br><b>FL</b>                                                                | Zip Code<br><b>33324</b> |                                                                                                                                 |  |
| 9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                   |                                                                                   |                          |                                                                                                                                 |  |
| Signature of Registered Agent _____ Date _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   |                                                                                   |                          |                                                                                                                                 |  |
| REGISTERED AGENT MUST SIGN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                   |                                                                                   |                          |                                                                                                                                 |  |
| 10. Names and Street Addresses of Managing Members/Managers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                   |                                                                                   |                          |                                                                                                                                 |  |
| Titles                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Name of Managing Members/Managers | Street Address of Each Managing Member/Manager                                    |                          | City / State / Zip                                                                                                              |  |
| <b>MGRM</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>SBN FCCO LLC</b>               | <b>c/o FIG LLC 1345 Avenue of the Americas</b>                                    |                          | <b>New York, NY 10105</b>                                                                                                       |  |
| 11. I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in Chapter 608, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.406, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s 817.155, F.S. |                                   |                                                                                   |                          |                                                                                                                                 |  |
| Signature of Managing Member/Manager _____ Date <b>4/3/12</b> Daytime Phone # <b>(415) 284-7400</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                   |                                                                                   |                          |                                                                                                                                 |  |
| Typed or printed name of signing Managing Member/Manager <b>Mark K. Fursten / Chief Operating Officer of SBN FCCO LLC, its managing member</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                   |                                                                                   |                          |                                                                                                                                 |  |