

M11000002190

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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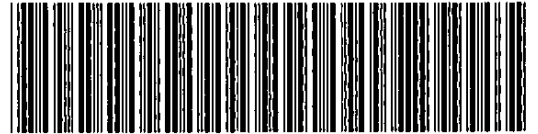
(Business Entity Name)

(Document Number)

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11 MAY - 2 PM 4:14

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
11 MAY - 2 AM 11:28

B. KOHR

MAY - 3 2011

EXAMINER



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 762047 7363140

AUTHORIZATION

COST LIMIT : \$ 125.00

SECRETARY OF
PUBLIC DEFENSE
11 MAY -2 AM 11:28

ORDER DATE : May 2, 2011

ORDER TIME : 11:46 AM

ORDER NO. : 762047-005

CUSTOMER NO: 7363140

FOREIGN FILINGS

NAME: ROCKWOOD-CWFS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

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. Rockwood-CWFS 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

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 45-0669177

(FEI number, if applicable)

4. December 6, 2010

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 63 Kendrick Street

Needham, MA 02494

(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:

See attached

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: See attached

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. I am aware that any 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.)

Jill R. Hyde, Authorized Representative

Typed or printed name of signee

#9. The name and usual business addresses of the managing members or managers are as follows:

1. Michael D. Berman
63 Kendrick Street, Needham, MA 02494
2. Charles Spetka
1540 Broadway, 23rd Floor, New York, NY 10036
3. David Iannarone
7501 Wisconsin Avenue, Suite 500 West, Bethesda, MD 20814
4. Gordon Smith
1345 Avenue of the Americas, 46th Floor, New York, NY 10105
5. Jonathan Ashley
1345 Avenue of the Americas, 46th Floor, New York, NY 10105
6. Constantine Dakolias
1345 Avenue of the Americas, 46th Floor, New York, NY 10105
7. Anthony Tufariello
1345 Avenue of the Americas, 46th Floor, New York, NY 10105

#11. Nature of business or purposes to be conducted or promoted in Florida:

Investment sales, portfolio sales, loan sales, debt and equity finance, capital raising, real estate related M&A, asset management, debt and equity restructuring, construction advisory services, acquisition support and analysis, pre- and post-petition support, and partnership/joint venture restructuring.

**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:

Rockwood-CWFS 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Corporation Service Company

By:



(Signature)

**Troy Todd
as its agent**

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKWOOD-CWFS 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 SECOND DAY OF MAY, A.D. 2011.

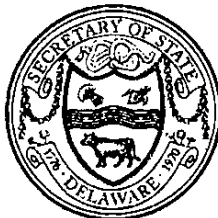
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROCKWOOD-CWFS LLC" WAS FORMED ON THE SIXTH DAY OF DECEMBER, A.D. 2010.

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

4907834 8300

110478519

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8730850

DATE: 05-02-11