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N. Culligan MAY 9 2011

RBLWP Parcel D LLC

810 Seventh Avenue, 10th Floor, New York, NY 10019

Tel (212) 265-6600

May 4, 2011

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: RBLWP Parcel D LLC
Subject: Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida

To Whom It May Concern:


Enclosed with this letter are the following:

1. a Florida form of cover letter,
2. an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida,
3. a Certificate of Designation of Registered Agent/Registered Office,
4. a Certificate of Good Standing from Delaware, dated May 2, 2011, and
5. a check in the amount of \$155.00 to cover the filing fee and a Certified Copy of the completed filing for authorization.

When this transaction is complete, please return the documents to me in the enclosed pre-paid Federal Express envelope. Should you have any problems, do not hesitate to contact the undersigned at any time at 212-265-6600, ext. 278.

Thank you in advance for your prompt assistance with this matter.

Sincerely,



Barbara Silberberg
Paralegal

cc. Gail Corcoran for File

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RBLWP Parcel D LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Barbara Silberberg

Name of Person

RBLWP Parcel D LLC, c/o RD Management LLC

Firm/Company

810 Seventh Avenue, 10th Floor

Address

New York, NY 10019

City/State and Zip Code

STanzer@rdmanagement.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Silberberg at (212) 265-6600, ext 278

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☒ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

**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. RBLWP Parcel D 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. 26-3083848

(FEI number, if applicable)

4. July 30, 2008

(Date of Organization)

5. Perpetual

(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. c/p RD Management LLC, 810 Seventh Avenue, 10th Floor

New York, NY 10019

(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:

RBLWP Gainesville LLC - managing member

c/o RD Management LLC, 810 Seventh Avenue, 10th Floor

New York, NY 10019

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/Management


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.)

Richard Birdoff, Manager of RB Gainesville LLC

Typed or printed name of signee

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DIVISION OF CORPORATIONS
11 MAY -5 PM 12:52

**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:

RBLWP Parcel D 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 Hayes Street

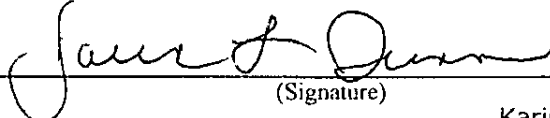
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

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.



(Signature)

Karin L. Dunn, Assistant VP

\$ 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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DIVISION OF CORPORATIONS
11 MAY -5 PM 12:52

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RBLWP PARCEL D, 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.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8733289

DATE: 05-02-11