Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations

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From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023 Phone

: (850)222-1092

Fax Number

: (850)878-5368

Enter the email address for this business entity to be used for for annual report mailings. Enter only one email address please.

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Foreign Limited Liability Company Bal Harbour Hotel LLC

| Certificate of Status | 1 |
|-----------------------|----------|
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$160.00 |

T. CLINE

MAY 20 2011

EXAMINER

| stence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florance return all correspondence concerning this matter to the following: David Bachenheimer | Name of Limited Liability Company enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida." Certificate of tence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida are return all correspondence concerning this nutter to the following: David Bachenheimer | Name of Limited Liability Company c enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida." Cerestonce, and check are submitted to register the above referenced foreign limited liability company to transact business are return all correspondence concerning this matter to the following: Devid Bachenheimer Name of Person Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue | artificate () in Florid |
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| intence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florance are return all correspondence concerning this matter to the following: David Bachenheimer | Lence, and check are submitted to register the above referenced foreign limited liability company to transact business in Floridist return all correspondence concerning this matter to the following: David Bachenheimer | istence, and check are submitted to register the above referenced foreign limited liability company to transact business are return all correspondence concerning this matter to the following: David Bachenheimer | erimeate c |
| David Bachenheimer Starwood Hotels & Resorts Worldwide, Inc. Firm/Company | David Bachenheimer Starwood Hotels & Resorts Worldwide, Inc. Firm/Company | David Bachenheimer Name of Person Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address | |
| Name of Person Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address White Plains, NY 10604 City/State and Zip Code STRY City/State and Zip Code City/State and Zip Code STRY STRY City/State and Zip Code | Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address White Plains, NY 10604 City/State and Zip Code david.buchenheimer@starwoodhotels.com E-mail address: (to be used for future annual report notification) David Buchenheimer Name of Person Area Code & Daytime Telephone Number MAILING ADDRESS: Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314 Dosed is a check for the following amount: | Name of Person Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address | |
| Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address White Plains, NY 10604 City/State and Zip Code Address City/State and Zip Code STREET ADDRESS: Division of Corporations Registration Section Resorts Worldwide, Inc. Address Address City/State and Zip Code ACR ACR ACR ACR ACR ACR ACR AC | Starwood Hotels & Resorts Worldwide, Inc. Firm/Company 1111 Westchester Avenue Address White Plains, NY 10604 City/State and Zip Code david.buchenheimer@starwoodhotels.com E-mgil address: (to be used for future annual report notification) David Buchenheimer Name of Person Area Code & Daytime Telephone Number MAILING ADDRESS: Division of Corporations Registration Section Registration Section P.O. Box 6327 Clifton Building Tallahassee, FL 32314 Code is a check for the following amount: | Starwood Hotels & Resorts Worldwide, Inc. Firm/Company IIII Westchester Avenue Address | |
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| White Plains, NY 10604 City/State and Zip Code david, buchenheimer@starwoodhotels.com B-msil address: (to be used for future annual report notification) further information concerning this matter, please vall: David Bachenheimer Name of Person Area Code & Daytime Telephone Number MAILING ADDRESS: Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314 Closed is a check for the following amount: | White Plains, NY 10604 City/State and Zip Code david, buchenheimer@starwoodhotels.com B-msil address: (to be used for future annual report notification) The contract of the matter, please vall: David Buchenheimer Number of Person Area Code & Daytime Telephone Number MAILING ADDRESS: Division of Corporations Registration Section P.O. Box 6327 Cilinon Buikding Tallahassee, FL 32314 Desert is a check for the following amount: | 1111 Westchester Avenue Address | |
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FL037 - (10/05/2010 C T Systems Online

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

| (Street Address of Frincipal Office) 8. If limited liability company is a manager managed company, check here (Street Address of Frincipal Office) 8. If limited liability company is a manager managed company, check here 8. If limited liability company is a manager managed company, check here 8. If limited liability company is a manager managed company, check here 8. If limited liability company is a manager managed company, check here 9. The marne and usual business addresses of the managing members or managers are as follows: 10. Attached is an original certificate of existence, no more than 90 days old, thity authenticated by the official having custody of records in help unstation of the certificate under oath of the translation must be submitted. 11. Nature of business or purposes to be conducted or promoted in Florida: Hotel operation Signature of a member of managing representative of a member. (In accordance with section 604.4036), F.S. the execution of this document constitutes an affirmation under the penaltics of porjury that the fact started having are runk I am aware that any false information under the penaltics of porjury that the fact started having are runk I am aware that any false information under the penaltics of porjury that the fact started having are runk 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 a R. 871.155, F.S.) Marshall Donat, Assistant Scorozary of Soic Member of Ball Harbous Hotel LLC | 1. | Bal Harbour Hotel LLC (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LU. | <u> </u> |
|--|-----|--|--|
| 2. Delaware Company. "I.L.C." "L.C." 2. Delaware Curistalization under the law of which foreign limited liability (FEI number, If applicable) 4. 12/20/07 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 6 | Ū. | I name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a co | py of the written |
| (Date of Organization) (Date of Organization) (Date first transacted business in Florida, if price to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 1111 Westchest Ave., White Plains, NY 10604 (Sured Address of Frincipal Office) 7. The name and usual business addresses of the managing members or managers are as follows: (Sured Address of Frincipal Office) (Sured Addre | C | insent of the managers or managing members adopting the alternate name. The alternate name must include "Limit ompany," "L.L.C." "LLC.") | ted Liability |
| (Date of Organization) (Date that transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 1111 Westchest Ave., White Plains, NY 10604 (Street Address of Frincipal Office) (Street A | 2. | (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) | |
| (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 1111 Westchest Ave., White Plains, NY 10604 (Street Address of Frincipal Office) 7. 1111 Westchest Ave., White Plains, NY 10604 (Street Address of Frincipal Office) 7. 1111 Westchest Ave., White Plains, NY 10604 8. If limited liability company is a manager-managed company, check here Street Ave., Street Address of Frincipal Office) 7. 1111 Westchest Ave., White Plains, NY 10604 8. If limited liability company is a manager-managed company, check here Street Ave., Street | 4. | (Date of Organization) (Duration: Year limited liability company will | cease to |
| (Sweet Address of Frincipal 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: 10. Attached is an original cartificate of existence, no more than 90 days old, duly authenticated by the official having castody of records in the jurisdiction under the law of which it is organized. (A phonocopy is not acceptable. If the cartificate is in a foreign language, a manifaction of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: Hotel operation (In acceptance with section 604,408/5), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the fact stated havin are true. I am aware that any false information submitted in a document to the Department of State constitutes at third degree fellows as provided for in a \$17.155, F.S.) Marshall Donat, Assistant Secretary of Sole Member of Bal Harbour Hotel LLC | 6. | (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) | |
| 9. The name and usual business addresses of the managing members or managers are as follows: 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 in a foreign language, a manifestion of the certificate under oath of the translation must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: Hotel operation. Signature of a member of an authorized representative of a member. (In accordance with section 608.4084), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated behing 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.) Marshall Donat, Assistant Scoretary of Sole Member of Bat Harbour Hotel LLC | 7. | 1111 Westchest Ave., White Plains, NY 10604 | |
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| | | (In accordance with section 608,409(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 | 5 |
| | | Marshall Donat, Assistant Secretary of Sole Member of Bat Harbour Hotel LLC Typed or printed name of signee | |

\$1367 - 10/93/2010 C Y System Online

CERTIFICATE OF DESIGNATION OF RECISTERED 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:

| 2. The name and the Florida street address of the registered agent and office are: CT Corporation System (Name) 1200 South Pino Island Road Florida Street Address (P.O. Box NOT ACCEPTABLE) Plantation FL 33324 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 abiligations of my position as registered agent as provided for in Chapter 608, Florida Statutes. CT Corporation System Madonna Cuddihy Special Assistant Secretary \$ 100.00 Filiag Fee for Application \$ 25.00 Designation of Registered Agent | Bal Harbour | Hotel LLC | | |
|--|--|---|--|-----------|
| CT Corporation System (Name) 1200 South Pine Island Road Florida Street Address (P.O. Box NOT ACCEPTABLE) Plantation Fl | lf unaveilat | ole, the alternate to be used | d in the state of Florida is: | |
| Florida Street Address (P.O. Box NOT ACCEPTABLE) Plantation FL 33324 City/State/Zip Flaving 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 thities, and I am familiar with and accept the abbligations of my position as registered agent as provided for in Chapter 608, Florida Statutes. CT Corporation System Madonna Cuddihy Special Assistant Secretary \$ 100.00 Filing Fee for Application | 2. The nam | ne and the Florida street ad | ldress of the registered agent and office are: | , |
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| 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 abligations of my position as registered agent as provided for in Chapter 608, Florida Statutes. CT Corporation System By: Madonna Cuddihy Special Assistant Secretary \$ 100.00 Filing Fee for Application | | | City/State/Zip | L. W |
| Special Assistant Secretary \$ 100.00 Fiting Fee for Application | iability com gent and ag elating to th | pany at the place designate gree to act in this capacity, he proper and complete perj of my position as registered | ed in this certificate, I hereby accept the appointment as register I further agree to comply with the provisions of all statutes formance of my duties, and I am familiar with and accept the lagent as provided for in Chapter 608, Florida Statutes. System | |
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| | | - * * | | |

Certified Copy (optional)

Certificate of Status (optional)

\$ 30.00

5.00

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BAL HARBOUR HOTEL 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 EIGHTEENTH DAY OF MAY, A.D. 2011.

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

SECRETARY OF STATE TALLAHASSEE FI OBIA

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Jointoy W. Bullock. Secretary of State
AUTRENTICATION: 8771577

DATE: 05-18-11