

09/02/2011 16:00 FAX

STEARNS WEAVER MILLER

01/0000

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Number : I20060000135  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

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Foreign Limited Liability Company  
BANYAN STREET PARTNERS, LLC

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TALLAHASSEE, FLORIDA

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EXAMINER

09/02/2011 16:08 FAX

STEARNS WEAVER MILLER

0002/0006

08/01/2011 16:03 FAX

STEARNS WEAVER MILLER

0001

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\*\*\* TX REPORT \*\*\*  
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Division of Corporations

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Foreign Limited Liability Company  
BANYAN STREET PARTNERS, LLC

BANYAN STREET PARTNERS, LLC  
4000 PONCE DE LEON BLVD.  
SUITE 470  
CORAL GABLES, FL 33146

August 12, 2011

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

We hereby authorize the use of the name BANYAN STREET PARTNERS, LLC in connection with the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida to be filed on behalf of Banyan Street Partners, LLC, a Delaware limited liability company.

Banyan Street Partners, LLC, a Florida limited liability company, Document Number L07000029748, was voluntarily dissolved on August 30, 2011 and has no intention of doing business in the State of Florida.

Sincerely,

STRATEGIC CAPITAL PARTNERS, LLC  
Its Managing Member

By: \_\_\_\_\_

Rodolfo Prio Touzet, its  
Managing Member

2011 SEP - 1 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2011 SEP -1 AM 8:48  
SECRETARY OF REVENUE  
TALLAHASSEE, FLORIDA

0004/0006

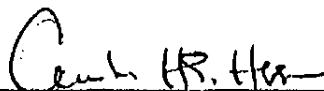
FILED

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

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

1. The name of the foreign limited liability company is: BANYAN STREET PARTNERS, 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." or "LLC"):
2. The foreign limited liability company was organized in (State or Jurisdiction): Delaware
3. The Federal Employer Identification Number (if applicable) of the foreign limited liability company is: n/a
4. The date of organization of the foreign limited liability company is: May 3, 2011
5. The duration of the foreign limited liability company is: perpetual
6. The date the foreign limited liability company will first transact business in Florida is: September 1, 2011 (if prior to registration, see Sections 608.501 & 608.502 F.S. to determine penalty liability)
7. The street address of the principal office is: 4000 Ponce de Leon Boulevard, Suite 470, Coral Gables, Florida 33146.
8. The foreign limited liability company is member-managed.
9. The name and usual business address of the managing member are as follows: Rodolfo Prio Touzet, 4000 Ponce de Leon Boulevard, Suite 470, Coral Gables, Florida 33146.
10. Nature of business or purposes to be conducted or promoted in Florida: (i) acquire, own, sell, finance, maintain and use certain real property in Miami, Florida and (ii) transact any and all lawful business incident, necessary and appropriate to accomplish the foregoing, for profit and engage in all activities related thereto.

11. 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted).



Curtis H. Sitterson,  
Authorized Representative of Member

**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.

The name of the Limited Liability Company is: Banyan Street Partners, LLC

The name and the Florida street address of the registered agent and office are:

Lorri Dunne  
4000 Ponce de Leon Blvd.  
Suite 470  
Coral Gables, Florida 33146

*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.*



Lorri Dunne, Registered Agent

2011 SEP -1 AM 9:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANYAN STREET PARTNERS, 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 TWELFTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BANYAN STREET PARTNERS, LLC" WAS FORMED ON THE THIRD DAY OF MAY, A.D. 2011.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8967459

DATE: 08-12-11