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Office Use Only



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FLORIDA DEPARTMENT OF STATE Division of Corporations

April 18, 2012

THE ACKMAN-ZIFF REAL ESTATE GROUP LLC INNA LEBEDINSKAYA 110 EAST 42ND ST, 10TH FLOOR NEW YORK, NY 10017

SUBJECT: THE ACKMAN-ZIFF REAL ESTATE GROUP LLC

Ref. Number: W12000021536

We have received your document for THE ACKMAN-ZIFF REAL ESTATE GROUP LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$\$638.75.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Letter Number: 212A00012115

Karen A Saly Regulatory Specialist II

www.sunbiz.org



The Ackman-Ziff Real Estate Group LLC Real Estate Capital Advisors

April 10, 2012

Florida Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

RE: Letter of Explanation in connection with Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

To Whom It May Concern:

The purpose of this letter is to provide clarity regarding Line 6 of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida being submitted by The Ackman-Ziff Real Estate Group LLC, a New York limited liability company.

Please note that the Florida office of Ackman Ziff was opened in August 2011 with payroll for its employees based in that office commencing in the same month. The company properly obtained a tax identification number from the Florida Department of Revenue (ID #2598492) with the understanding that this was the only requirement to commence operations in the State of Florida. No transactions were completed until December 2011.

The company only recently became aware that a separate registration was also required through the Department of State which prompted the company to submit the above referenced application for authorization to transact business in Florida.

Please feel free to contact me with any questions.

Regards,

The Ackman-Ziff Real Estate Group LLC

801 Arthur Godfrey Road Suite 201 Miami Beach, FL 33140 TEL (305) 503-1107 FAX (305) 433-6111 www.ackmanziff.com

Mark Rutherford

The information contained herein was furnished by sources deemed reliable, but no warranty or representation is made as to the accuracy thereof. Subject to change or withdrawal without notice.

COVER LETTER

TO: Registration Section Division of Corporations
SUBJECT: The Ackman-Ziff Real Estate Group 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:
Inna Lebedinskaya
Name of Person
The Ackman-Ziff Real Estate Group LLC
Firm/Company
110 East 42nd St, 10th Floor
Address
New York, NY 10017
City/State and Zip Code
inna@ackmanziff.com
E-mail address: (to be used for future annual report notification)
For further information concerning this matter, please call:
Inna Lebedinskaya at (212) 697-3333
Name of Person Area Code & Daytime Telephone Number
MAILING ADDRESS:STREET ADDRESS:Division of CorporationsDivision of CorporationsRegistration SectionRegistration SectionP.O. Box 6327Clifton BuildingTallahassee, FL 323142661 Executive Center CircleTallahassee, FL 32301
Enclosed is a check for the following amount: \$\int_{125.00}\$ \text{Filing Fee} \text{ \$\int_{130.00}\$ \text{Filing Fee & Certificate of Status}} \int_{155.00}\$ \text{Filing Fee & Certified Copy} \int_{155.00}\$ \text{Filing Fee & Certified Copy} \int_{155.00}\$ \text{Filing Fee, Certified Copy}

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:

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. The Ackman-Ziff Real Estate Group 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 writte
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C," "LLC.")
2. State of New York 3. 13-3864455
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
·
4. 11/20/1995 5. Perpetual (Date of Organization) 5. Unration: Year limited liability company will cease to
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. See attached letter of explanation. (DECEMBER 2011)
(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 110 East 42nd St, 10th Floor
Now York NV 10017
New York, NY 10017 (Street Address of Principal Office)
(Shoot ramess of timespan of the party of th
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:
Simon Ziff and Larry Ackman, 110 East 42nd St, 10th Floor, New York, NY 10017
Mark Dutherford 201 Arthur Codfroi Dd Cuite 201 Mierei Door El 22140
Mark Rutherford, 801 Arthur Godfrey Rd, Suite 201, Miami Beach, FL 33140
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 eath of the translator must be submitted.)
,
11. Nature of business or purposes to be conducted or promoted in Florida:
Commercial real estate mortgage brokerage and investment sales
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
(in accordance with section 606.406(5), r.s., the execution of this document constitutes an affirmation under the

Mark Rutherford

Typed or printed name of signee

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.)

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: The Ackman-Ziff Real Estate Group 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:
Robert Kaplan
(Name)
801 Arthur Godfrey Road, Suite 201 Florida Street Address (P.O. Box NOT ACCEPTABLE)
Miami Beach FL 33140 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)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of New York Department of State } ss:

I hereby certify, that ACKMAN ZIFF REAL ESTATE GROUP LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 11/20/1995, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment ACKMAN ZIFF REAL ESTATE GROUP LLC, changing its name to THE ACKMAN-ZIFF REAL ESTATE GROUP LLC, was filed 12/28/1995.



WITNESS my hand and the official seal of the Department of State at the City of Albany, this 06th day of March two thousand and twelve.

First Deputy Secretary of State