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Foreign Limited Liability Company
SOUTHWOOD SPE LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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JUN - 6 2012
T. HAMPTON

**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: Southwood SPE 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: 45-4656856
4. The date of organization of the foreign limited liability company is: February 24, 2012
5. The duration of the foreign limited liability company is: perpetual
6. The date the foreign limited liability company first transacted business in Florida is as of the date of filing of this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (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: 777 Brickell Avenue, Suite 1100, Miami, Florida 33131.
8. The foreign limited liability company is member-managed.
9. The name and usual business address of the managing members are as follows:
- FMC Banyan Holdings, LLC
777 Brickell Avenue, Suite 1100
Miami, FL 33131
10. Nature of business or purposes to be conducted or promoted in Florida: any and all lawful business permitted in the State of Florida.

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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).

FMC BANYAN HOLDINGS, LLC, a
Delaware limited liability company

By: Banyan Street/FMCP, LLC, a
Delaware limited liability company,
its Managing Member

By: 
Rudy Touzet, President

**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: Southwood SPE LLC

If unavailable, the alternate name to be used in the state of Florida is:

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

Lorri Dunne
777 Brickell Avenue, Suite 1100
Miami, Florida 33131

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHWOOD SPE 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 FOURTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHWOOD SPE LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2012.

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

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120698752

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at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9614898

DATE: 06-04-12