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(Address)

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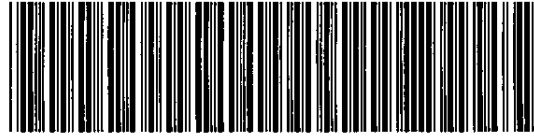
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EXAMINER

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 434694 4983A

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 NOV 28 AM 11:25

FILED

ORDER DATE : November 27, 2012

ORDER TIME : 9:36 AM

ORDER NO. : 434694-070

CUSTOMER NO: 4983A

FOREIGN FILINGS

NAME: BRAMAN-LIEBOWITZ MIAMI
DOWNTOWN PROPERTIES II, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 52949

EXAMINER: _____

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. Braman-Leibowitz Miami Downtown Properties II, 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. (FEI number, if applicable)

4. November 7, 2012 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2060 Biscayne Boulevard, Second Floor Miami, FL 33137 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: Braman-Leibowitz Florida Real Estate Associates, LLC 2060 Biscayne Boulevard, Second Floor, Miami, FL 33137

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: To own, hold and manage commercial real estate property

Please see Exhibit A attached

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.)

Please see Exhibit A attached

Typed or printed name of signee

FILED 2012 MAY 20 AM 11:26 DEPARTMENT OF STATE TALLAHASSEE FLORIDA

**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:

Braman-Leibowitz Miami Downtown Properties II, 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 Hays 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.

Corporation Service Company

By: 

(Signature)

**Kimberly B. Moret
as its agent**

\$ 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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TALLAHASSEE, FLORIDA

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EXHIBIT A

BRAMAN-LEIBOWITZ FLORIDA REAL ESTATE
ASSOCIATES, LLC, the Sole Member

Fourth Amended and Restated Declaration
of Trust of Norman Braman dated May 31, 2002

By: 

Norman Braman, Trustee

Edward R. Leibowitz Revocable Trust
Agreement of 2004

By: 

Edward R. Leibowitz, Trustee

Blossom M. Leibowitz Revocable Trust
Agreement of 2004

By: 

Blossom M. Leibowitz, Trustee

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRAMAN-LEIBOWITZ MIAMI DOWNTOWN PROPERTIES II, 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 TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRAMAN-LEIBOWITZ MIAMI DOWNTOWN PROPERTIES II, LLC" WAS FORMED ON THE SEVENTH DAY OF NOVEMBER, A.D. 2012.

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

5239565 8300

121265585



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0013405

DATE: 11-27-12