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Email Address: _____

Foreign Limited Liability Company

San Marco Holdings LLC dba San Marco Investments Hol

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| Certificate of Status | 1 |
| Certified Copy | 1 |
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14 MAY 23 2014

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

In compliance with Section 605.0902, 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: San Marco Holdings, 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": **San Marco Investment Holdings, 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: applied for
4. The date of organization of the foreign limited liability company is: 4/16/2014
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: The date of filing this application with the Florida Department of State. (if prior to registration, see Sections 605.0904 & 608.0905 F.S. to determine penalty liability)
7. The street address of the principal office is: 4500 Biscayne Blvd., Suite 320, Miami, Florida 33137
8. The foreign limited liability company is member-managed.
9. The name and usual business addresses of the member are as follows:

San Marco Multifamily Ventures, LLC
4500 Biscayne Boulevard, Suite 320
Miami, Florida 33137

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).

Dated: May 22, 2014

[Signature]

Signature of Member or an authorized representative of a Member.

Nicholas P. Si, Authorized Representative
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 OR 605.0902(1)(b), 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: San Marco Holdings, LLC
If unavailable, the alternate name to be used in the state of Florida is: San Marco Investment Holdings, LLC

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

NRAI Services Inc.
1200 S. Pine Island Road, Suite 250
Plantation, FL 33324

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 605, Florida Statutes.

Dated: _____, 2014

_____, Registered Agent

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).

Dated: _____, 2014

Signature of Member or an authorized
representative of a Member.

Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 OR 605.0902(1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

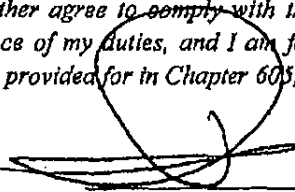
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Dated: MAY 22, 2014



Peter F. Souza, Registered Agent
Assistant Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAN MARCO HOLDINGS, 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-SECOND DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SAN MARCO HOLDINGS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF APRIL, A.D. 2014.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1392378

DATE: 05-22-14