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Florida Department of State
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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Foreign Limited Liability Company
MET II HOTEL LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

RECEIVED
14 JUL -2 PM 3:11
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**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: Met II Hotel 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 is organized in (State or Jurisdiction): Delaware
3. The Federal Employer Identification Number (if applicable) of the foreign limited liability company is: 20-8767293
4. The date of organization of the foreign limited liability company is: December 11, 2006
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 in which this Application is filed with the Florida Department of State. (if prior to registration, see Sections 605.0904 & 605.0905 F.S. to determine penalty liability)
7. The street address of the principal office is: 9090 S. Dadeland Boulevard, Suite 210, Miami, Florida 33156
8. The foreign limited liability company is member-managed.
9. The name and usual business address of the authorized member is as follows:

Met II Hotel Mezz Borrower, LLC
9090 S. Dadeland Boulevard, Suite 210
Miami, Florida 33156
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).

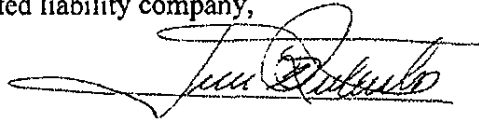
Dated: July 2, 2014

Met II Hotel LLC

By: Met II Hotel Mezz Borrower, LLC,
a Delaware limited liability company,
its sole member

By: Met II Hotel Upper Tier, LLC,
a Delaware limited liability company,
its sole member

By: P&G Hotel, LLC,
a Florida limited liability company,
its Manager



By: _____
Name: Lois Pulenta
Title: MGM

**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.

The name of the Limited Liability Company is: Met II Hotel 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:

Peter D. Lopez
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 W. Flagler Street, Suite 2200
Miami, Florida 33130

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: July 2, 2014


Peter D. Lopez, Registered Agent

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MET II HOTEL 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 SECOND DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MET II HOTEL LLC" WAS FORMED ON THE FIRST DAY OF JULY, A.D. 2014.

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

A handwritten signature in black ink, appearing to read "J. Bullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1504252

DATE: 07-02-14