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TALLAHASSEE, FLORIDA

T. Burch AUG 13 2014

Do Not Separate

CORPORATION SERVICE COMPANY®

ACCOUNT NO. : I20000000195

REFERENCE : 247922 4320909

AUTHORIZATION : Lynn Coleman

COST LIMIT : $ 125.00

ORDER DATE : August 7, 2014

ORDER TIME : 9:09 AM

ORDER NO. : 247922-010

File Second

CUSTOMER NO: 4320909

FOREIGN FILINGS

NAME: MB REDEVELOPMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: MB Redevelopment, 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:

Gayle Grocke
Name of Person

Latham & Watkins LLP
Firm/Company

330 N. Wabash Ave., Suite 2800
Address

Chicago, IL 60611
City/State and Zip Code

Gayle.Grocke@lw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gayle Grocke at (312) 993-2622
Name of Contact Person — Area Code — Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ $125.00 Filing Fee ☐ $130.00 Filing Fee & Certificate of Status ☐ $155.00 Filing Fee & Certified Copy ☐ $160.00 Filing Fee, Certificate of Status & Certified Copy

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. MB Redevelopment, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

MB Redevelopment (Florida), LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0696427
(FEI number, if applicable)

4. August 12, 2014
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

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TALLAHASSEE, FLORIDA

5. MB Redevelopment, LLC
1601 Collins Avenue, Miami Beach, Florida 33139
(Street Address of Principal Office)

6. MB Redevelopment, LLC
655 Madison Avenue, Attention Tax Department 9th Floor, New York, New York 10065
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Paul Whetsell, President and Chief Executive Officer
1601 Collins Avenue, Miami Beach, Florida 33139

8. 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)

Vincent F. Dunleavy
Signature of an authorized person

(In accordance with section 605.0203, 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.)

Vincent F. Dunleavy
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)(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.

1. The name of the Limited Liability Company is:

MB Redevelopment, LLC

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

MB Redevelopment (Florida), LLC

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

The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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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.

(Signature)

Dawn Frantz, Asst. Secretary

$ 100.00	**Filing Fee for Application**
$ 25.00	**Designation of Registered Agent**
$ 30.00	**Certified Copy (optional)**
$ 5.00	**Certificate of Status (optional)**

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MB REDEVELOPMENT, 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 TWELFTH DAY OF AUGUST, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MB REDEVELOPMENT, LLC" WAS FORMED ON THE TWELFTH DAY OF AUGUST, A.D. 2014.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey W. Bullock, Secretary of State

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AUTHENTICATION: 1612840

DATE: 08-12-14

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