

K. SALLY  
EXAMINER  
DEC - 5 2014

**FLORIDA FILING & SEARCH SERVICES, INC.**

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**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE: 12-04-14**

**NAME: 2014 SE LESSEE 1-ORLANDO AIRPORT, LLC**

**TYPE OF FILING: FOREIGN QUALIFICATION**

**COST: 125.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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

**IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. 2014 SE Lessee 1 - Orlando Airport, 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. 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. \_\_\_\_\_

(FEI number, if applicable)

4. upon acceptance

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

5. c/o Cerberus Real Estate Capital Management, LLC, 875 Third Avenue

New York, New York 10022

(Street Address of Principal Office)

6. c/o Cerberus Real Estate Capital Management, LLC, 875 Third Avenue

New York, New York 10022

(Mailing Address)

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

2014 SE Hotel Mezz Lessee Holding, LLC, sole member and manager

c/o Cerberus Real Estate Capital Management, LLC, 875 Third Avenue, New York, New York 10022

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)



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.)



Typed or printed name of signee

FILED  
2014 DEC -4 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

2014 SE Lessee 1 - Orlando Airport, 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:

NATIONAL CORPORATE RESEARCH, LTD., INC.

(Name)

155 Office Plaza Drive

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 605, Florida Statutes.*

NATIONAL CORPORATE RESEARCH, LTD., INC.

By:

*Kathleen Ballard, Asst. Sec.*

(Signature)

\$ 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

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "2014 SE LESSEE 1 - ORLANDO AIRPORT, 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 DECEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2014 SE LESSEE 1 - ORLANDO AIRPORT, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2014.

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

5591657 8300

141484967

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1920828

DATE: 12-04-14