

Division of Corporations

M1500009408

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : JAM MARK LIMITED
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**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: bpearl@globalcitycompanies.com

Foreign Limited Liability Company
ACRE GDCM BAY INVESTMENTS II LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$160.00 |

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NOV 23 2015
J. BRUCE

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDAIN 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. ACRE GCDM Bay Investments 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. 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. 47-5586038

(FEI number, if applicable)

4. Upon qualification

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

5. 801 Brickell Avenue, Suite 2360

Miami, Florida 33131

(Street Address of Principal Office)

6. 801 Brickell Avenue, Suite 2360

Miami, Florida 33131

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

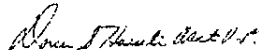
Tallahassee

(City)

Florida 32301

(Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

(Registered agent's signature)

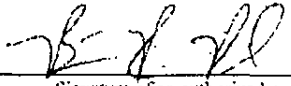
Doreen S. Haeselin, Asst. V.P.

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

ACRE Mino Holdings II LLC (Manager), 801 Brickell Avenue, Suite 2360, Miami, FL 33131

Brian Pearl (Chief Operating Officer), 801 Brickell Avenue, Suite 2360, Miami, FL 33131

Jon Samuel (Vice-President), 801 Brickell Avenue, Suite 2360, Miami, FL 33131

9. Attached is a 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)
Signature of an authorized personThis document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Brian Pearl

Typed or printed name of signer

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TALLAHASSEE, FLORIDA

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACRE GCDM BAY INVESTMENTS 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 NINETEENTH DAY OF NOVEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACRE GCDM BAY INVESTMENTS II LLC" WAS FORMED ON THE FOURTH DAY OF NOVEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5868359 8300

SR# 20150985456

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10451489

Date: 11-19-15

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