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(Address)

(City/State/Zip/Phone #)

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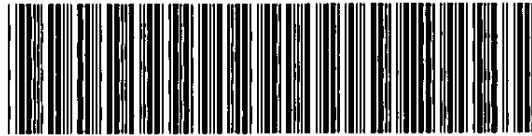
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VIA HAND DELIVERY
MEMORANDUM

TO: Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

FROM: Maggie M. Schultz

DATE: July 25, 2016

RE: Applications Submitted on behalf of Atrium Holding Company

Enclosed are the following applications submitted on behalf of our client, Atrium Holding Company:

- 1) Amendment to Certificate of Authority for Foreign Limited Partnership or Limited Liability Limited Partnership / Atrium Check 3994 for \$105 filing fee;
- 2) Application by Foreign Limited Partnership or Limited Liability Partnership to Transact Business in Florida / Atrium Check 3995 for \$1052.50 filing fee;
- 3) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida / Atrium Check 3996 for \$155 filing fee.

In order to expedite this matter for our client, I would appreciate a call at 681-6788 if you have any questions or problems with these filings and also to pick up the confirmations of the filings when they are ready.

Thank you for your assistance.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Tucson First Mezzanine GP 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:

Irina Tempel

Name of Person

Atrium Holding Company

Firm/Company

1114 Avenue of the Americas 38th FL

Address

New York, NY 10036

City/State and Zip Code

itempel@atriumllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Irina Tempel

212 703-2690
at ()

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

5. 2398 E. Camelback Road Suite 1000
Phoenix, Arizona 85016
(Street Address of Principal Office)


6. C/O Atrium Holding Company 1114 Avenue of the Americas 38th FL
New York, NY
(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, Florida 32301
(City) (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.


Nelsony Martine
Asst Vice President
(Registered agent's signature)

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

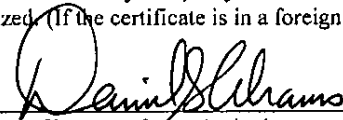
Jonathan D. Eilian, Chairman/ CEO - 1114 avenue of the Americas 38th FL, New York, NY 10036

Ronald C. Brown, President - 2398 E. Camelback Road Suite 1000, Phoenix AZ 85016

Daniel S. Abrams, Executive Vice President - 1114 Avenue of the Americas 38th FL, New York, NY, 10036

Please see attached list of additional officers

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)


Daniel S. Abrams
Signature of an authorized person

This 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.

Daniel S. Abrams
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware


The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TUCSON FIRST MEZZANINE GP 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 FIFTEENTH DAY OF JULY, A.D. 2016.

FILED
2016 JUL 25 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

5777508 8300

SR# 20164940720

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

Authentication: 202669814

Date: 07-15-16