

Document Number

M97000000554

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
97 AUG 28 PM 1:19

BRE/BH Holdings LLC

700002282327--5

-09/02/97--01059--023

*****8.75 *****8.75

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-09/02/97--01059--022

****337.50 ****337.50

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Co.

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

AUG 28 1997

3/2 8/20/97

G. TAX	_____
FILING	2.50.00
R. AGENT FEE	35.00
G. COPY	61.25
TOTAL	346.25
V. BANK	_____
BALANCE DUE	_____
FEES	_____

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

SECRETARY OF STATE
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1. BRE/BH Holdings L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

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

3. N/A
(FEI number, if applicable)

4. April 2, 1997
(Date of Organization)

5. December 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")

6. May 15, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 345 Park Avenue, New York, New York 10154

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Please see attached page.			
_____	_____	_____	_____
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

Filing Fee: \$ 52.50 for Application

Rider
to
Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida

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Paragraph 8.

NOTE: The applicant does not have a managing member or manager. The management of the applicant is vested in all of the members pursuant to the formative documents of the applicant. The names and addresses (principal place of business) of each of the members is provided below.

Members:

- Blackstone Real Estate Partners II L.P.
- Blackstone Real Estate Partners II.TE.1 L.P.
- Blackstone Real Estate Partners II.TE.2 L.P.
- Blackstone Real Estate Partners II.TE.3 L.P.
- Blackstone Real Estate Partners II.TE.4 L.P.
- Blackstone Real Estate Holdings II L.P.

All of the members are Delaware limited partnerships and each maintains a principal place of business at:

345 Park Avenue
New York, New York 10154

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of BRE/BH Holdings L.L.C.,
a Delaware limited liability company, _____ deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 24,277,150.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 24,277,150.00
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 24,277,150.00

See attached Rider for Signature Block
and explanatory note.

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

Rider
to
Affidavit of Membership and Contributions of
Foreign Limited Liability Company

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NOTE: The applicant does not have a managing member or manager. The management of the applicant is vested in all of the members pursuant to the formative documents of the applicant. The names of each of the members (all Delaware limited partnerships) are as follows:

- Blackstone Real Estate Partners II L.P.
- Blackstone Real Estate Partners II.TE.1 L.P.
- Blackstone Real Estate Partners II.TE.2 L.P.
- Blackstone Real Estate Partners II.TE.3 L.P.
- Blackstone Real Estate Partners II.TE.4 L.P.
- Blackstone Real Estate Holdings II L.P.

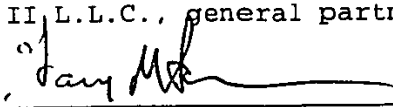
Signature Block:

Blackstone Real Estate Partners II L.P.
Blackstone Real Estate Partners II.TE.1 L.P.
Blackstone Real Estate Partners II.TE.2 L.P.
Blackstone Real Estate Partners II.TE.3 L.P.
Blackstone Real Estate Partners II.TE.4 L.P.

By: Blackstone Real Estate Associates L.P.,
general partner

By: Blackstone Real Estate Management
Associates L.P., general partner

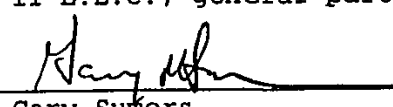
By: BREA II L.L.C., general partner

By: 
Gary Summers
Managing Director

Blackstone Real Estate Holdings II L.P.

By: Blackstone Real Estate Management
Associates L.P., general partner

By: BREA II L.L.C., general partner

By: 
Gary Summers
Managing Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

BRE/BH Holdings LLC

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

1200 S. Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(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.

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

8/28/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE/BH HOLDINGS L.L.C." 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 TWENTY-SECOND DAY OF AUGUST, A.D. 1997.

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

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STATE
SECRETARY OF STATE
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2736173 8300

971281832

AUTHENTICATION:

8619203

DATE:

08-22-97