



ACCOUNT NO. : 072100000032

REFERENCE : 722836 4311473

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 337.50

ORDER DATE : February 27, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 722836-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie J. Gerstenfeld
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

200002443252--6

FOREIGN FILINGS

NAME: BLACKACRE EDEN ROC, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

M98-189

Name	<i>AL34</i>
Availability	<i>AL</i>
Document Examiner	<i>AL</i>
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Updater Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
Verifying	<i>AL</i>

RECEIVED
98 FEB 27 PM 3:43
DIVISION OF CORPORATION

FILED
98 FEB 27 PM 4:30
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

**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 CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA

1. Blackacre Eden Roc. LLC

(Name of limited liability company)

2. Delaware

(Jurisdiction under the law of which foreign llc is organized)

3. _____

(FBI number, if applicable)

4. December 16, 1997

(Date of Organization)

5. Perpetual

(Duration)

6. upon qualification

(Date first transacted business in Florida. (See sections 608.301, 608.502, and 817.155))

7. 450 Park Avenue

New York, NY 10022

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR]
who will manage the foreign limited liability company in Florida:

NAME, ADDRESS & TITLE

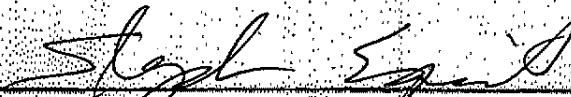
NAME, ADDRESS & TITLE

Blackacre Capital Group, L.P., a Delaware
limited partnership [MGRM]
450 Park Avenue, New York, NY 10022

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

The undersigned member or authorized representative of a member of BLACKACRE EDEN ROC LLC 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 \$ 42,975,675
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 \$ 42,975,675
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 \$ _____



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 and affirmation under the penalties of perjury that the facts stated herein are true.

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90 FEB 27 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FL 32399

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REPRESENTATIVE 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:

BLACKACRE EDEN ROC LLC

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

Name: Corporation Service Company

Office Address: 1201 Nays Street

Tallahassee, Florida 32301

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.

Karen B. Rozar
(Signature)

(Date)

2/25/98

Karen B. Rozar, As Its Agent

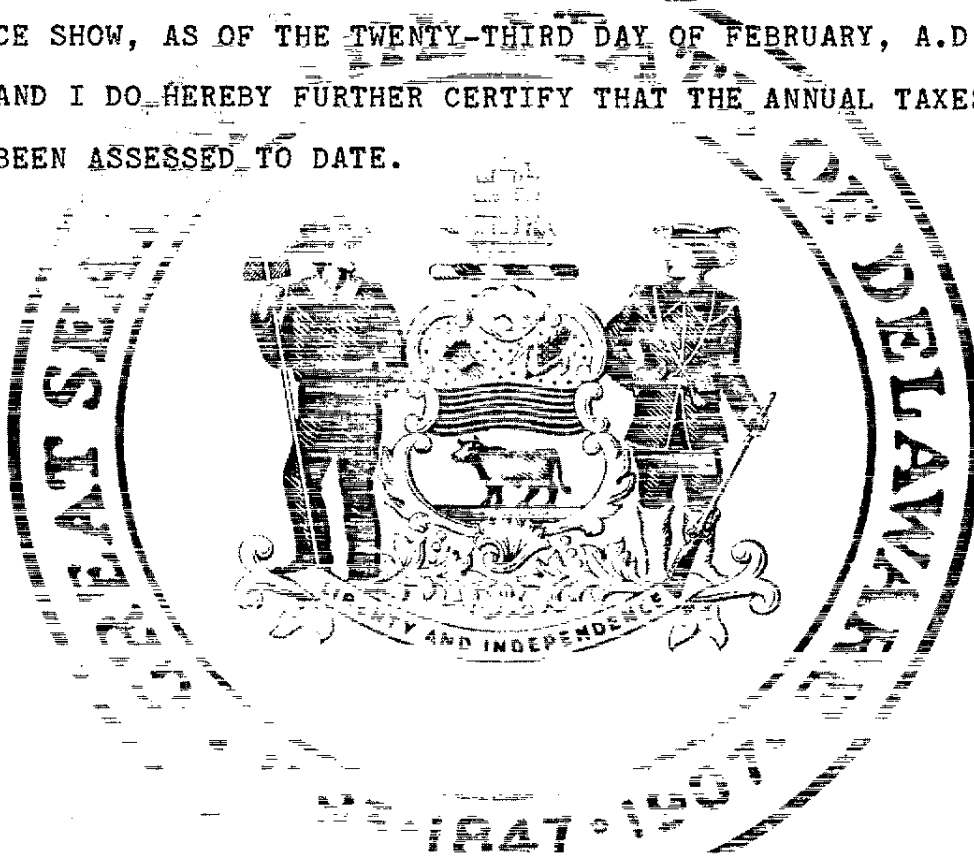
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FILED
08 FEB 27 PM 4 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACKACRE EDEN ROCK 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2834294 8300

981069320

AUTHENTICATION:

8935190

DATE:

02-23-98