

m98000001135



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 980288

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 3:39

ORDER DATE : September 30, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 980288-020

CUSTOMER NO: 4373439

CUSTOMER: Steven H. Hong, Esq
Akin, Gump, Strauss, Hauer &
20th Floor
590 Madison Avenue
New York, NY 10022

600002654346--6

FOREIGN FILINGS

NAME: BYHALL, LLC

XXXX QUALIFICATION (TYPE: LLC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
w. P. Verifier	<i>MAH</i>

W98-22534

DIVISION OF CORPORATION

98 OCT -2 AM 11:23

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OCT 5 PM 3
FLORIDA DEPARTMENT OF STATE
Sandra E. Mortham
Secretary of State
DIVISION OF CORPORATIONS

October 2, 1998

CSC CORPORATION COMPANY
ROBERT TURNER

SUBJECT: BYHALL, LLC
Ref. Number: W98000022536

RESUBMIT

Please give original
submission date as file date.

We have received your document for BYHALL, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give a description of the property contributed to the limited liability company on the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00049266

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

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

1. Byhall, LLC
(Name of foreign limited liability company)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. 10/1/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 10/1/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Goldman Sachs & Co., 100 Crescent Court, Suite 1000 Dallas, Texas 75102
(Street address of principal office)

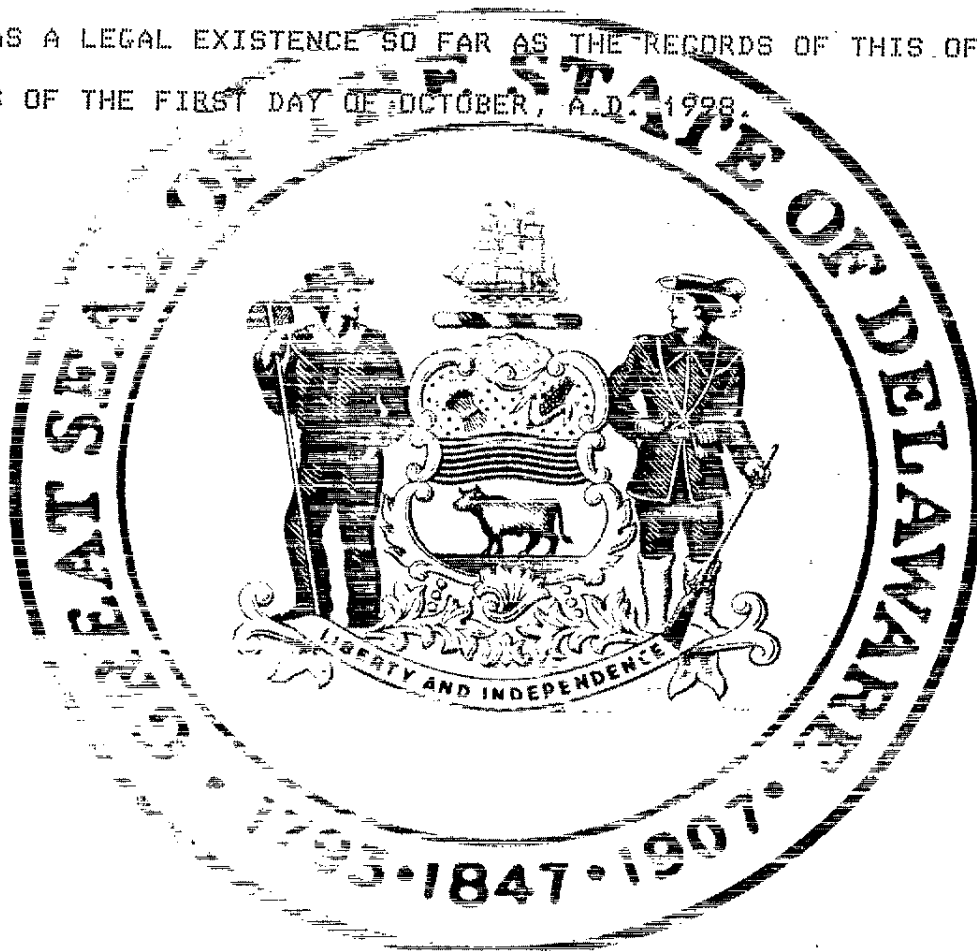
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
New Byhall Corp.	Member/Manager		
c/o Goldman Sachs & Co.			
100 Crescent Court, Suite 1000			
Dallas, Texas 75102			

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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 "BYHALL, 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 FIRST DAY OF OCTOBER, A.D. 1998.



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98 OCT -2 PM 3:39



Edward J. Freel

Edward J. Freel, Secretary of State

2357776 8300

981381840

AUTHENTICATION:

9334121

DATE:

10-01-98

**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
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

Byhall, LLC

2. The name and the Florida street address of the registered agent and office are:

The Prentice-Hall Corporation System, Inc.

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, Florida, 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.

By:

Mary J. Flowers
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Byhall, LLC
_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 0;

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

\$ 12,600,000;

and
4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 12,600,000.

Michael Nelsen
Signature of a member or an 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.)

Michael Nelsen

Typed or printed name of signer

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Filing Fee: \$250.00 for Application and Affidavit

DESCRIPTION OF THE PROPERTY CONTRIBUTED TO
THE LIMITED LIABILITY COMPANY

Lots 3,4,5,6,7,8,9, and 10 and block "H" of the corrected plot of Atlantic Heights, less the east two feet of lots 7,8,9 and 10 of said Block "H", according to the plot thereof, as recorded in Plot Book #9, at page 14, of the Public Records of Miami-Dade County, Florida.

The address of the property is: 401 69th Street
Miami, FL

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