



THE UNITED STATES
CORPORATION
COMPANY

M990000000206

ACCOUNT NO. : 072100000032

REFERENCE : 114543 4727101

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
99 FEB -9 PM 15:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 27, 1999

ORDER TIME : 2:21 PM

ORDER NO. : 114543-005

CUSTOMER NO: 4727101

600002770846--4

CUSTOMER: Alan H. Rothschild, Esq
Rothschild Himmelfarb Sher
One North Broadway
Suite 800
White Plains, NY 106010000

FOREIGN FILINGS

NAME: CNB ORLANDO HOTEL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

M99-206

Name	AL 2-12
Availability	
Document	
Examiner	
Updater	
Modifier	
Verifier	
Acknowledgment	
W. P. Verify	

RECEIVED
99 FEB -9 PM 3:57
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 1999

ROBERT MAXWELL
CSC

SUBJECT: CNB ORLANDO HOTEL LLC
Ref. Number: W99000003286

RESUBMIT

Please give original
submission date as file date.

FILED

99 FEB -9 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CNB ORLANDO HOTEL LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00005767

RECORDED
99 FEB 12 AM 11:28
DIVISION OF CORPORATIONS

**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. CNB ORLANDO HOTEL LLC
(Name of foreign limited liability company) 13-4038460
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 11, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2323 McCoy Road, Orlando, Florida 32812
(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:
<u>Caspi Orlando Realty LLC</u>	<u>MGRM</u>	<u>Najjar Orlando, LLC</u>	<u>MGRM</u>
<u>2323 MCCOY ROAD</u>		<u>2323 McCoy Road</u>	
<u>Orlando, FL 32812</u>		<u>Orlando, FL 32812</u>	
<u>Burstyn Orlando LLC</u>	<u>MGRM</u>		
<u>2323 McCoy Road</u>			
<u>Orlando, FL 32812</u>			

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -9 PM 5:00

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CNB ORLANDO 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

\$ 2,300,000.00;

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.)

\$ 0;

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.)

\$ 2,300,000.00


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.)

Steven Caspi, Member of Managing Member, Authorized Signator
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 FEB -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

CNB ORLANDO HOTEL LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

City/State/Zip

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99 FEB -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Pamela H. Yerry

(Signature)

Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York
Department of State } **ss:**

I hereby certify, that CNB ORLANDO HOTEL LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 12/11/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of February
one thousand nine hundred and
ninety-nine.*

199902080071 43

