

F13000004057

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

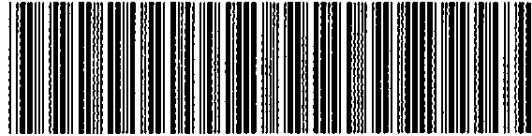
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

MRB  
9/23/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 815987 4370848  
AUTHORIZATION :  
COST LIMIT : \$70.00

*[Handwritten signature]*

ORDER DATE : September 20, 2013  
ORDER TIME : 2:23 PM  
ORDER NO. : 815987-005  
CUSTOMER NO: 4370848

FOREIGN FILINGS

NAME: MARSHMALLOW HOLDINGS CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Marshmallow Holdings Corp.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Fran Mulnick Parker, Esq.

Name of Person

The Law Offices of Fran Mulnick Parker

Firm/Company

450 West 15th Street, Suite 606

Address

New York, New York 10011

City/State and Zip code

kristina@fmparkerlaw.com

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

For further information concerning this matter, please call:

Fran Mulnick Parker at ( 212 ) 647-7392

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Marshmallow Holdings Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 46-3605026
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 9, 2013 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o M Management Inc., 215 Coles Street, Jersey City, NJ 07310
(Principal office address)

c/o M Management Inc., 215 Coles Street, Jersey City, NJ 07310
(Current mailing address)

8. Please see attached.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. 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)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Corporation Service Company

By: [Signature]
(Registered agent's signature)

Sue G. Knight
Assistant Vice President

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Michelle A. Dreyer  
Address: c/o Corporation Service Company 2711 Centerville Rd., Ste. 400 Wilmington, DE 19808

Director: Moishe Mana  
Address: 16720 Senterra Drive Delray Fla. 33484

**B. OFFICERS**

President: Moishe Mana  
Address: 16720 Senterra Drive Delray Fla. 33484

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that 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.

14. Moishe Mana, President  
(Typed or printed name and capacity of person signing application)

**Insert to the Application for Certificate of Authority of Marshmallow Holdings Corp.**

Purpose: The sole purpose of the Corporation is (i) to hold a one (1%) limited liability company interest in Miami Realty, LLC, a Florida limited liability company (the "Company") whose sole purposes is to own, hold, maintain and operate the property known as and located at 1801 NW 1<sup>st</sup> Avenue, Miami, Florida (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property, and (ii) to act as the Managing Member of the Company in accordance with the Company's Limited Liability Company Agreement, as amended. Notwithstanding anything contained herein to the contrary, the Corporation shall not engage in any business, and it shall have no purposes, unrelated to the Project and shall not acquire any real property or own assets other than those related to the Project and/or otherwise in furtherance of the purposes of the corporation.

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# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSHMALLOW HOLDINGS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2013.

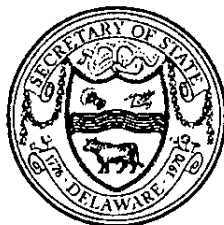
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARSHMALLOW HOLDINGS CORP." WAS INCORPORATED ON THE NINTH DAY OF SEPTEMBER, A.D. 2013.

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

5395670 8300

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0753321

DATE: 09-20-13