

M010000000253

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Todo Direct, LLC

400003504564 - - 6
-12/19/00--01004--010
*****87.50 *****87.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Santiago G. Piqué
Todo Direct, LLC
11900 Biscayne Boulevard, Suite 806
Miami, Florida 33181

400003504564--6
-01/03/01--01008--003
*****37.50 *****37.50

For further information concerning this matter, please call:

Santiago G. Piqué at (305)892-1984

FILED
01 JAN 30 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

M01-253
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

SANTIAGO G. PIQUE
11900 BISCAYNE BLVD., SUITE 806
MIAMI, FL 33181

SUBJECT: TODO DIRECT, LLC
Ref. Number: W00000029876

FILED
01 JAN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TODO DIRECT, LLC and check(s) totaling \$87.50 of which \$87.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$37.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00064030



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2001

SANTIAGO G. PIQUE
11900 BISCAYNE BLVD., SUITE 806
MIAMI, FL 33181

SUBJECT: TODO DIRECT, LLC
Ref. Number: W00000029876

We have received your document for TODO DIRECT, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

We are enclosing the proper form(s) with instructions for your convenience.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 901A00000161

FILED
01 JAN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, 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 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TODO DIRECT, LLC.

(Name of foreign limited liability company)

2. Delaware

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

3. 65-1060409

(FEI number, if applicable)

4. December 8, 2000

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. "Upon Qualification"

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

7. 11900 Biscayne Boulevard, Suite 806

Miami, Florida 33181

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the **managing members** or managers are as follows:

President & CEO — David F. Greenberg, 18420 SW 77th Court, Miami, FL 33157

COO & CFO — 181 Crandon Boulevard # 302, Key Biscayne, FL 33149

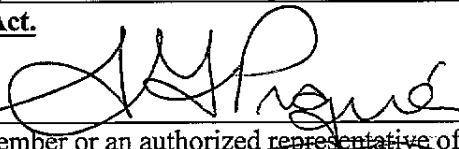
Exec. VP — Rosario Moreno, 5005 Collins Avenue, # 1024, Miami Beach, FL 33140

Exec. VP — Mara Rankin, 2355 North Meridian Avenue, Miami Beach, FL 33140

Exec. VP — Sheryl Stopka-Altamirano, 640 Brickell Key Drive # 1007. Miami, FL 33173

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act.


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

Santiago G. Piqué

Typed or printed name of signee

FILED
01 JAN 30 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:

TODO DIRECT, 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 32301-2636

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 as provided for in Chapter 608, F.S..



(Registered agent's signature)
BRIAN COURTNEY, ASST. V.P.

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
01 JAN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TODO DIRECT, 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-FIFTH DAY OF JANUARY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3327302 8300

010040279

AUTHENTICATION: 0935569

DATE: 01-25-01