

W08000002840

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

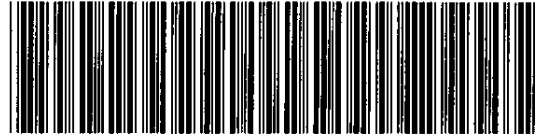
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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W08-23403



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08 JUN 16 9 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

0000  
M. Thomas JUN 17 2008

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: TOOTSIE'S PANAMA CITY LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

DAVID B. LYONS, ATTORNEY

(Name of Person)

LYONS AND ASSOCIATES

(Firm/Company)

1201 A SEVENTH AVENUE NORTH

(Address)

NASHVILLE, TN 37208

(City/State and Zip Code)

RECEIVED  
MAY 13 2008  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

DAVID B. LYONS

(Name of Person)

at ( 615 ) 291-5404

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

STREET ADDRESS:  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &

Certificate of Status

\$155.00 Filing Fee &

Certified Copy

\$160.00 Filing Fee, Certificate

of Status & Certified Copy

David B. Lyons  
Attorney at Law

1201 A Seventh Avenue North  
Historic Germantown  
Nashville, TN 37208

certified civil trial specialist  
website: lyonslaw.org  
lyonslaw@comcast.net

phone: 615-291-5404  
fax: 615-291-5403

May 30, 2008

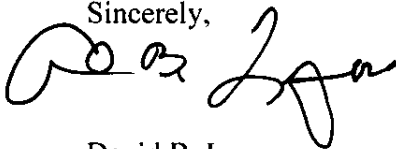
Marsha Thomas  
Division of Corporations  
Fla. Dept. of State  
PO Box 6327  
Tallahassee, Fla. 32314

Re: Tootsie's Panama City LLC  
REF. NO: W08000023403

Dear Ms. Thomas:

As you requested, I am enclosing a certificate of good standing, issued by the Tennessee Secretary of State, for Tootsie's Panama City LLC. Will you now please process our registration.

Sincerely,



David B. Lyons

FILED  
08 JUN 16 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

David B. Lyons  
Attorney at Law

1201 A Seventh Avenue North  
Historic Germantown  
Nashville, TN 37208

certified civil trial specialist  
website: lyonslaw.org  
lyonslaw@comcast.net

phone: 615-291-5404  
fax: 615-291-5403

May 16, 2008

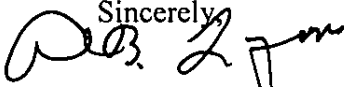
Marsha Thomas  
Regulatory Specialist  
Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Tootsie's Panama City, LLC  
Ref No: W0800023403

Dear Ms. Thomas

Reference is made to your May 9 letter requesting a certified copy of the certificate of good standing from Tennessee. I am enclosing the original certified copy of the certificate, along with the articles of organization with an original stamp from the Tennessee Secretary of State's Office. This is all the Tennessee Secretary of State can give us. I hope it is sufficient because you now have my only originals.

Sincerely,



David B. Lyons

08 JUN 16 AM 10:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

David B. Lyons  
Attorney at Law

1201 A Seventh Avenue North  
Historic Germantown  
Nashville, TN 37208

certified civil trial specialist  
website: lyonslaw.org  
lyonslaw@comcast.net

phone: 615-291-5404  
fax: 615-291-5403

May 5, 2008

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

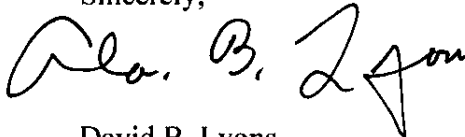
Re: Tootsie's Panama City LLC

Madam:

I am enclosing here in a cover letter, an application by foreign limited liability company for authorization to transact business in Florida, and a certificate of designation of a registered agent and office in Florida. I am also enclosing a copy of the articles of organization in Tennessee, and a check for \$160.00.

Please process our request and send me a certificate of status and certified copy.

Sincerely,



David B. Lyons

FILED  
08 JUN 19 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 21, 2008

DAVID B. LYONS ATTORNEY  
1201 A SEVENTH AVE NORTH  
NASHVILLE, TN 37208

SUBJECT: TOOTSIE'S PANAMA CITY LLC  
Ref. Number: W08000023403

08 JUN 16 AM 10:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for TOOTSIE'S PANAMA CITY LLC and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

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.

Enclosed is the type of form we need.

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) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 608A00032162

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. TOOTSIE'S PANAMA CITY LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

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

3. \_\_\_\_\_  
(FEI number, if applicable)

4. APRIL 25, 2008  
(Date of Organization)

5. FIVE YEARS  
(Duration: Year limited liability company will exist or "perpetual")

6. APRIL 25, 2008  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 700 PIER PARK DR NE, SUITE 170  
PANAMA CITY, FLORIDA, 32413  
(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:

TIMOTHY STEVE SMITH, 422 BROADWAY, NASHVILLE TN 37203  
AL ROSS, 3000 NEW NATCHEZ TRACE, NASHVILLE, TN 37205  
ROGER RICHARDSON, 700 PIER PARK DR, SUITE 170, PANAMA CITY  
FLORIDA 32413

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: NIGHT CLUB + ENTERTAINMENT VENUE

Timothy Steve Smith  
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.)  
TIMOTHY STEVE SMITH  
Typed or printed name of signee

FILED  
08 JUN 16 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
08 JUN 16 PM 2:22  
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:

TOOTSIE'S PANAMA CITY LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

SUSAN ROSS

(Name)

700 PIER PARK DR., SUITE 170

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

PANAMA CITY

FL

32413

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, Florida Statutes.*

  
(Signature)

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

08 JUN 16 AM 10:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
08 JUN 16 AM 10:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

ISSUANCE DATE: 05/30/2008  
REQUEST NUMBER: 08151588  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/25/2008  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: 04/25/2013  
CONTROL NUMBER: 0575809  
JURISDICTION: TENNESSEE

TO:  
DAVID B LYONS  
1201 A 7TH AVE N  
  
NASHVILLE, TN 37208

REQUESTED BY:  
DAVID B LYONS  
1201 A 7TH AVE N  
  
NASHVILLE, TN 37208

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

-----  
"TOOTSIE'S PANAMA CITY LLC"  
-----

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FILED  
08 JUN 16 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/30/08

FROM:  
DAVID B. LYONS  
1201 A 7TH AVE N  
N/A  
NASHVILLE,, TN 37201-0000

	FEES	
RECEIVED:	\$40.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$40.00
RECEIPT NUMBER:	00004425715	
ACCOUNT NUMBER:	00043868	



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE