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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KC Beteiligungs GmbH
(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:

Klaus Thoma
(Name of Person)

Thoma & Associates, PLLC
(Firm/Company)

1980 Post Oak Blvd., Suite 720
(Address)

Houston, TX 77056
(City/State and Zip Code)

For further information concerning this matter, please call:

Klaus Thoma at (713) 966-7204
(Name of Person) (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

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TALLAHASSEE, FLORIDA

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. **KC Beteiligungs GmbH, 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. **Amtsgericht Stuttgart, Baden-Wuerttemberg, Germany**

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

3. **98-0221166**

(FEI number, if applicable)

4. **04/30/1998**

(Date of Organization)

5. **perpetual**

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

6. **N/A**

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

7. **Breitscheidstrasse 6**

70174 Stuttgart, GERMANY

(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:

Christian Pfeiderer

Breitscheidstrasse 6

70174 Stuttgart, GERMANY

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:

Managing limited partnerships

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.)

Christian Pfeiderer

Typed or printed name of signee

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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:

KC Beteiligungs GmbH, 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:

John J. Reid

(Name)

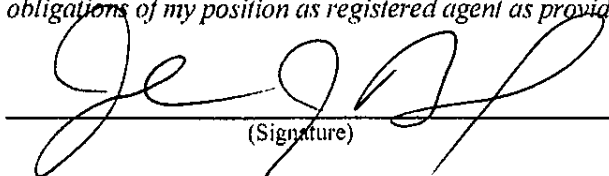
401 N. Mills Avenue, Suite A, Orlando, 32803

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

FL

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)

TRANSLATOR'S AFFIDAVIT

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TALLAHASSEE, FLORIDA

STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared GERLINDE PITTMAN, who, after being duly sworn, upon her oath states as follows:

I.

"My name is Gerlinde Pittman. I am over the age of eighteen (18) years old, have never been convicted of a crime and am competent to make this oath.

II.

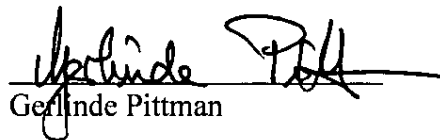
I am German by birth and was raised in the Federal Republic of Germany. I can speak, read and write the German language fluently. I hold a certificate from Saarland University, Germany, for translating to and from German and English.

III.

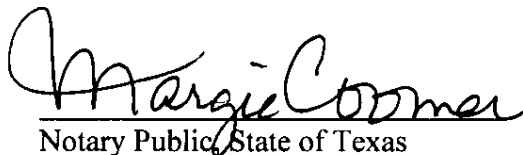
I have translated the attached official printout of the contents of the Stuttgart District Court's Trade Register concerning company number HRB 19209 from English into German.

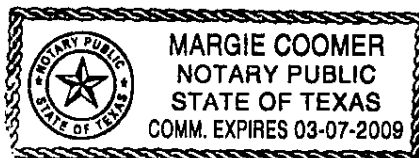
IV.

The translation appended hereto is true and correct to the best of my knowledge."


Gerlinde Pittman

SUBSCRIBED AND SWORN TO this 27th day of February 2009


Notary Public, State of Texas



[stamp of the
Stuttgart
District Court
incl. Coat of
Arms]

TRANSLATION FROM GERMAN INTO ENGLISH

[Coat of Arms]

**BADEN-WUERTTEMBERG
Stuttgart Local Court
- Registry Court -**

HRB 19209

Official Current Printout

Date of retrieval from the register: 01-05-2009

Date of the last entry: 10-02-2006

The printout is evidence of the entries in the Trade Register.

This unsigned printout serves as a certified copy.

Stuttgart, this 01-05-2009

Records Clerk of the Business Office

[stamp of the
Stuttgart
District Court
incl. Coat of
Arms]

Frey [signature]

Judicial Secretary, Prospective Civil Servant

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Trade Register B of the Stuttgart District Court	Department B Reproduction of the Current Register Contents Retrieval on 01-05-2009 10:34	Company Number: HRB 19209
- Printout -	Page 1 of 2	

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TALLAHASSEE, FLORIDA

1. Number of entries so far:

2

2. a) Company Name:

KC Beteiligungs GmbH

b) Registered office, place of business, domestic business address, registered agent, subsidiary places of business:

Stuttgart

c) Purpose of the business:

Assuming the management role and participating in limited partnerships as personally liable partner or general partner, especially in public limited partnerships, or participating in public entities of a different legal form as a member/shareholder/partner. Activities which are subject to prior authorization in accordance with the regulations of the German Banking Act are excluded.

3. Nominal or Initial Capital

EUR 100,000.00

4. a) General Representation Provisions:

If only one president has been appointed, he may represent the company alone. If several presidents have been appointed, any two of them together or one president together with an authorized signatory may represent the company. If only one president has been appointed, he is authorized to enter, on behalf of the company, into legal transactions with himself in his own name or as a representative of a third party.

b) Executive board, chief executive body, managing directors, personally liable members, president, authorized representatives and special power of representation:

Sole person authorized to represent the company with the power to enter, on behalf of the company, into legal transactions with himself in his own name or as a representative of a third party:

President: Pfeleiderer, Christian, Stuttgart, date of birth: 12-21-1963

5. Holders of Power of Attorney:

6. a) Legal form, inception, bylaws or company agreement:

Limited liability company

Company Agreement dated 04-30-1998

Last amended by resolution dated 04-01-2004

b) Other legal relationships:

7. a) Date of last entry:

Trade Register B of the Stuttgart District Court	Department B Reproduction of the Current Register Contents Retrieval on 01-05-2009 10:34	Company Number: HRB 19209
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10-02-2006

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TALLAHASSEE FLORIDA

BADEN-WÜRTTEMBERG

Amtsgericht Stuttgart - Registergericht -

HRB 19209

Amtlicher aktueller Ausdruck

Datum des Abrufs aus dem Register: 05.01.2009

Datum der letzten Eintragung: 02.10.2006

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift.

Stuttgart, den 05.01.2009

Urkundsbeamter/in der Geschäftsstelle



Frey
Justizsekretärin z. A.

Handelsregister B des Amtsgerichts Stuttgart	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 05.01.2009 10:34	Nummer der Firma: HRB 19209
-Ausdruck-	Seite 1 von 2	FILED 09 MAR 14 PM 2:37 SECTARY OF STATE TALLAHASSEE, FLORIDA

1. Anzahl der bisherigen Eintragungen:

2

2. a) Firma:

KC Beteiligungs GmbH

b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

Stuttgart

c) Gegenstand des Unternehmens:

Die Übernahme der Geschäftsführung und die Beteiligung als persönlich haftende Gesellschafterin oder Kommanditistin an Kommanditgesellschaften, insbesondere Publikumskommanditgesellschaften, oder Beteiligung als Gesellschafter an Publikumsgesellschaften in anderer Rechtsform. Tätigkeiten, die einer Erlaubnispflicht gemäß den Vorschriften des Kreditwesengesetzes unterliegen, sind ausgeschlossen.

3. Grund- oder Stammkapital:

100.000,00 EUR

4. a) Allgemeine Vertretungsregelung:

Ist nur ein Geschäftsführer bestellt, vertritt er allein. Sind mehrere Geschäftsführer bestellt, vertreten zwei gemeinsam oder ein Geschäftsführer mit einem Prokuristen. Ist nur ein Geschäftsführer bestellt, ist er befugt, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte vorzunehmen.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

Einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:

Geschäftsführer: Pfeiderer, Christian, Stuttgart, *21.12.1963

5. Prokura:

6. a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Gesellschaft mit beschränkter Haftung

Gesellschaftsvertrag vom 30.04.1998

Zuletzt geändert durch Beschluss vom 01.04.2004

b) Sonstige Rechtsverhältnisse:

7. a) Tag der letzten Eintragung:

Handelsregister B des Amtsgerichts Stuttgart	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 05.01.2009 10:34	Nummer der Firma: HRB 19209
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02.10.2006

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