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2011 FEB 18 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C. LEWIS
FEB 21 2011
EXAMINER

ATTN: Carolyn Lewis

On February 10, 2011 you processed six applications for foreign LLC registration:

DG FORT PIERCE FLORIDA LLC
DG DADE CITY FLORIDA LLC
DG GAINESVILLE LLC
DG BROOKSVILLE LLC
DG ZEPHYRHILLS LLC
DG MIMS LLC

4 of the above 6 were completed successfully.

DG ZEPHYRHILLS LLC was rejected because the name was already used. The updated application for this LLC is part of this package.

DG MIMS LLC This application seems to be lost. Its record is not on the website, but the \$130.00 was deposited and charged. The proof of that is attached hereto.

Also, attached is a new application for DG MIMS LLC. I hope that you can process this foreign application as well.

Please contact me at 917-415-1122 or 718-407-0935

Thank you,

A handwritten signature in black ink, appearing to be the initials 'AL' or similar, written in a cursive style.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DG BITHLO FLORIDA 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:

LEONID CHERNOY
Name of Person

DG BITHLO FLORIDA LLC
Firm/Company

275 COLERIDGE STREET
Address

BROOKLYN, NY 11235
City/State and Zip Code

LCHERNOY@CHERNOYCAPITAL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LEONID CHERNOY at (718) 407-0935
Name of Person Area Code & Daytime Telephone Number

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

STREET ADDRESS:
Division of Corporations
Registration Section
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

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

1. DG BITHLO FLORIDA 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. WYOMING 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 02-15-2011 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 275 COLERIDGE STREET
BROOKLYN, NY 11235
(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:
ADELLA CHERNOY - 275 COLERIDGE STREET, BROOKLYN, NY 11235 - MEMBER
LEONID CHERNOY - 275 COLERIDGE STREET, BROOKLYN, NY 11235 - MANAGER

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: PURCHASE AND LEASE COMMERCIAL REAL ESTATE

[Signature]
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. I am aware that any false information submitted in this document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

LEONID CHERNOY
Typed or printed name of signee

2011 FEB 18 PM 4:27
FILED
DEPARTMENT OF STATE
TREASURY OF STATE
TAMMSESSER, FL

**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:

DG BITHLO FLORIDA LLC

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

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

3003-2410 LLC

(Name)

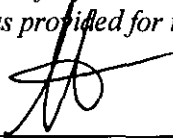
1800S OCEAN DRIVE, UNIT 3003

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

HALLANDALE BEACH FL 33309

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)

2011 FEB 18 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

DG BITHLO FLORIDA LLC

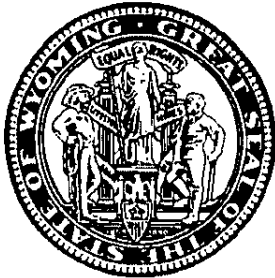
is a

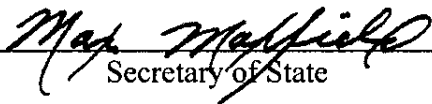
Limited Liability Company

formed or qualified under the laws of Wyoming did on **February 15, 2011**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2011-000597124**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 15th day of February, 2011 at 3:30 PM. This certificate is assigned 009344936.




Secretary of State

STATE OF WYOMING * SECRETARY OF STATE
MAX MAXFIELD
BUSINESS DIVISION

200 West 24th Street, Cheyenne, WY 82002-0200

Phone 307-777-7311 · Fax 307-777-5339

Website: <http://soswy.state.wy.us> · Email: business@state.wy.us

Certificate of Good Standing Validation

February 15, 2011

Certificate number 009344936 is a valid number for a certificate of good standing issued by the Wyoming Secretary of State's office.