

12/08/2011 15:40 FAX

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : BAKER & MCKENZIE  
Account Number : 074222002135  
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Fax Number : (305) 789-8953

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: cecilia.reategui@bakermckenzie.com

Foreign Limited Liability Company  
WHY WAIT LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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EXAMINER

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Corporate Filing Menu

Help

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

**IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

**1. Why Well LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLCM")

(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," "LLC," "LLCM.")

**2. Delaware**

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

**3. 45-3838807**

(FEI number, if applicable)

**4. November 15, 2011**

(Date of Organization)

**5. Perpetual**

(Duration: Your limited liability company will exist or "perpetual")

**6. Upon qualification**

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

**7. 7724 Fisher Island Drive, Miami, FL 33109**

(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:**

**MANAGERS:**

**MARTIN FERNANDO COHEN, 7724 Fisher Island Drive, Miami, FL 33109**

**CECILIA SANTOS VAZ COHEN, 7724 Fisher Island Drive, Miami, FL 33109**

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: any lawful purpose**

*Martín Fernando Cohen*  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.403(7), 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 a document to the Department of State constitutes a third degree felony as provided for in s.817.135, F.S.)

**Martín Fernando Cohen**

Typed or printed name of signer

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# **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:

Why Wait 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:

NRAI Services, Inc.

(Name)

515 East Park Avenue

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

Tallahassee

FL 32301

City/State/Zip

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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.*

Patricia Tadlock

(Signature)

Patricia Tadlock

Assistant Secretary

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

((H11000286011 3)))

((H11000286011 3)))

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHY WAIT 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHY WAIT LLC" WAS FORMED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2011.

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

5066005 8300

111211510

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: 9167204

DATE: 11-18-11

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