

M/3000003083

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

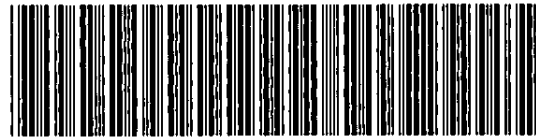
Special Instructions to Filing Officer:

MAY 16 2013

A. LUNT

W13-15449

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 MAY 14 AM 9:28

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RECEIVED
DEPARTMENT OF STATE
13 MAR 14 PM 4:22



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 569613 7918431

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : March 13, 2013

ORDER TIME : 3:46 PM

ORDER NO. : 569613-045 PLEASE FILE 2ND.

CUSTOMER NO: 7918431

FOREIGN FILINGS

NAME: LIGNUM-2, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2013

CSC
ATTN: SUSIE KNIGHT

SUBJECT: LIGNUM-2, L.L.C.
Ref. Number: W13000015449

RESUBMIT

Please give original
submission date as file date.

NOT RETURNED
TO AGENCY WILL END
SUFFICIENCY OF FILING
2013 MAY 15 AM 10 46

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

We have received your document for LIGNUM-2, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable : "Limited Company," "L.C.," and "LC".

You must submit a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 313A00006202



P.O. Box 407130
Ft. Lauderdale, FL 33340-7130
Tel. (954) 772-9000

March 20, 2013

Re: Lignum-2, Inc. withdrawal

To Whom It May Concern:

Lignum-2, Inc. does not intend to rescind the withdrawal that was filed 3/14/2013. The corporation grants Lignum-2, LLC consent to use of the name.

Feel free to contact me should you have any questions.

Regards,

A handwritten signature in black ink, appearing to read 'K.E. Freudenthal', is written in a cursive style.

Kevin Freudenthal
President

**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. Lignum-2, L.L.C.
(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. Texas 3. 94-2994213
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 02/04/1986 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)

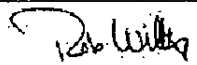
7. 5900 N. Andrews Avenue, Suite 1100
Ft. Lauderdale, FL 33309
(Street Address of Principal Office)

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:
Kevin Freudenthal, 5900 N. Andrews Avenue, Ft. Lauderdale, FL 33309
Rob Wilkey, 5900 N. Andrews Avenue, Ft. Lauderdale, FL 33309

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: See Attached



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 a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Rob Wilkey, Secretary & General Counsel of Commonwealth Brands, Inc., Sole Member

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2013 MAY 14 AM 9:28

FILED

Purpose for Lignum-2, L.L.C.

Engaging in any lawful act or activity for which limited liability companies may be organized under the BOC. Except as otherwise provided in the BOC or by other applicable law, the Company will have the power to do all things necessary or convenient to affect any or all of its business purposes.

2013 MAY 14 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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:

Lignum-2, L.L.C.

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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

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.

Corporation Service Company

By:

Michelle Plannoy
(Signature)

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

2018 MAY 14 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Corporations Section
P O Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Lignum-2, L.L.C. (file number 801664125), a Domestic Limited Liability Company (LLC), was filed in this office on October 02, 2012.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 14, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State