

MI4000003116

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

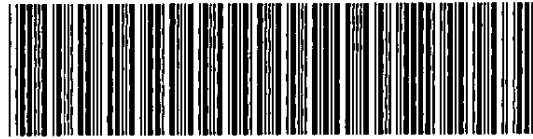
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2014 MAY -7 PM 4:21
NOT RETURNED
TO ADDRESS LABEL
SUFFICIENCY OF FILING
FILED
2014 MAY -7 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAY 07 2014
D. BRUCE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 123623 4320946

AUTHORIZATION :

Spud DeMa

COST LIMIT : \$ 125.00

ORDER DATE : May 7, 2014

ORDER TIME : 2:48 PM

ORDER NO. : 123623-005

CUSTOMER NO: 4320946

FOREIGN FILINGS

NAME: TEACHER SYNERGY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

STATE OF FLORIDA
CORPORATION SERVICE COMPANY

2014 MAY - 7 AM 10:12

FILED

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Teacher Synergy 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. 46-5443580
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

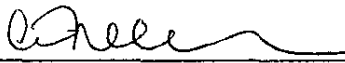
4. 04/07/2014
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 295 Lafayette Street, 7th Floor
New York, NY 10012
(Street Address of Principal Office)

6. 295 Lafayette Street, 7th Floor
New York, NY 10012
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
TPT Holdco, LLC, its sole member and manager
c/o John Yoo, Manager of TPT Holdco, LLC
295 Lafayette Street, 7th Floor, New York, NY 10012

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, 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.)

Colette McCrone, Authorized Person

Typed or printed name of signee

2014 MAY 7 11:10:12
FILED
STATE OF FLORIDA
TALLAHASSEE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Teacher Synergy 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

City/State/Zip

2014 MAY -7 AM 10:12
FILED
TEACHER SYNERGY LLC AS JAMES
MILNES ASSESSOR FLORIDA

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 605, Florida Statutes.

Corporation Service Company

By:

Stephanie Milnes, Asst. V.P.

(Signature)

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEACHER SYNERGY 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 SEVENTH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TEACHER SYNERGY LLC" WAS FORMED ON THE SEVENTH DAY OF APRIL, A.D. 2014.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

SECRETARY OF STATE
PAID BY ASSESSEE
FLORIDA

2014 MAY -7 AM 10:12

FILED

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1352656

DATE: 05-07-14