

M15000002159

(Requestor's Name)

(Address)

(Address)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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MAR 24 2015
D. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2015

NELSON SLOSBERGAS, P.A.
1110 BRICKELL AVENUE
SUITE 310
MIAMI, FL 33131

SUBJECT: PORTOFINO USA REAL ESTATE LLC
Ref. Number: W15000019518

We have received your document for PORTOFINO USA REAL ESTATE LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to s.605.0902(1)(e), Florida Statutes, the document must contain the name, title or capacity and address of at least one person who has the authority to manage the foreign limited liability company.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 615A00005568

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NELSON SLOSBERGAS, P.A.

1110 BRICKELL AVENUE
SUITE 310
MIAMI, FLORIDA 33131
E-MAIL ADDRESS nelson@miami-intl-law.com
WEB PAGE www.miami-intl-law.com

NELSON SLOSBERGAS
ATTORNEY AND CIVIL LAW NOTARY

(305) 374-0030
FAX (305) 374-2855

February 27, 2015

Secretary of State
Registration Section/Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: PORTOFINO USA REAL ESTATE LLC

Dear Sir or Madam:

Please find attached the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of Portofino USA Real Estate LLC, Designation of Registered Agent and a check for the filing fee in the amount of \$125.00.

Thank you for your attention to this matter.

Very truly yours,



Rita Salgado
Corporate Legal Secretary
[Direct E-Mail: rita@miami-intl-law.com]

Enclosures (as noted)

VIA FEDEX

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. PORTOFINO USA REAL ESTATE 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. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

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

5. _____

1110 BRICKELL AVE., SUITE 310, MIAMI, FL, 33131
(Street Address of Principal Office)

6. _____
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
BEATRIZ HELENA MALZONI MONTEIRO - MANAGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

Beatriz Malzoni Monteiro
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.)

BEATRIZ HELENA MALZONI MONTEIRO
Typed or printed name of signee

**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:

PORTOFINO USA REAL ESTATE 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:

NS CORPORATE SERVICES INC.

(Name)

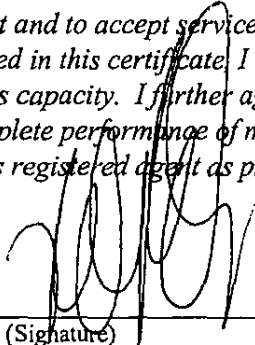
1110 BRICKELL AVE., SUITE 310

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

MIAMI, FL, 33131

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 605, 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)

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SECRETARY OF STATE

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PORTOFINO USA REAL ESTATE 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 TWENTIETH DAY OF MARCH, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PORTOFINO USA REAL ESTATE LLC" WAS FORMED ON THE TENTH DAY OF FEBRUARY, A.D. 2015.

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

5690250 8300

150386718

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2218884

DATE: 03-20-15