

From:

09/25/2015 15:37 # 001/005

Division of Corporations

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M15000023123

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

From: Account Name : FLAGLER DEVELOPMENT GROUP, LLC
Account Number : I20020000144
Phone : (305)520-2344
Fax Number : (305)520-2400

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

Email Address: _____

**Foreign Limited Liability Company
TOD Food & Beverage OpCo LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S. YOUNG

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From:

09/25/2015 15:37

#140 P.002/005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TOD Food & Beverage OpCo 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:

Jessica Alvarez

Name of Person

Florida East Coast Industries, LLC

Firm/Company

2855 Le Jeune Rd., 4th Floor

Address

Coral Gables, FL 33134

City/State and Zip Code

jessica.alvarez@feci.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica Alvarez

Name of Contact Person

at (305) 520-2366

Area Code

Daytime Telephone Number

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TALLAHASSEE, FLORIDA

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 TRANSACT BUSINESS IN FLORIDA

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

1. TOD Food & Beverage OpCo 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

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

3. _____

(FEI 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. 2855 Le Jeune Rd., 4th Floor

Coral Gables, FL 33134

(Street Address of Principal Office)

6. 2855 Le Jeune Rd., 4th Floor

Coral Gables, FL 33134

(Mailing Address)

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

P. Michael Reininger (P); Vincent Signorello (VP); Michael Bradish (VP);

Kolleen Cobb (VP, S); Juan (Rusty) Godoy (VP, T, AS);

Heather Enderby (VP, CFO); AAF Miami TOD Holdings LLC (MBR)

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.)

Kolleen O.P. Cobb, Vice President

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:

TOD Food & Beverage OpCo 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:

Kolleen O.P. Cobb

(Name)

2855 Le Jeune Rd., 4th Floor

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

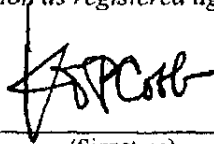
Coral Gables

FL 33134

City/State/Zip

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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 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)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOD FOOD & BEVERAGE OPCO 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Jeffrey W. Bullock
 Jeffrey W. Bullock, Secretary of State

5826909 8300

SR# 20150272252

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

Authentication: 10133788

Date: 09-25-15