

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KAWA SBA OPPORTUNITIES MANAGER, 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:

Kristine Ascanio
Name of Person
Kawa Capital Management
Firm/Company
21500 Biscayne Blvd. Ste 700
Address
Aventura, FL 33180
City/State and Zip Code
kristinc@kawa.com
E-mail address: (to be used for future annual report notification)

FILED
16 FEB -3 PM 4:56
TALLAHASSEE STATE
CORPORATION

For further information concerning this matter, please call:

Kristine Ascanio at (305) 560-5213
Name of Contact Person Area Code Daytime Telephone Number

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. KAWA SBA OPPORTUNITIES MANAGER, 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. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Has not yet conducted business in FL
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

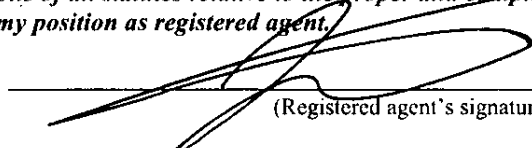
5. 21500 Biscayne Blvd. Ste 700
Aventura, FL 33180
(Street Address of Principal Office)

6. same as above
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Jeremy Traster
Office Address: 21500 Biscayne Blvd. Ste 700
Aventura, Florida 33180
(City) (Zip code)

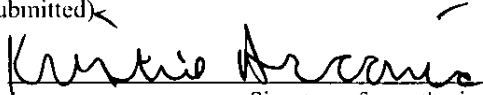
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered agent's acceptance:
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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Daniel Ades, Managing Member of kawa Capital Partners LLC as Managing Member for Kawa SBA Oppurtunities
Manager, LLC

9. Attached is a 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. (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

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Kristine Ascanio
Typed or printed name of signee

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KAWA SBA LOAN OPPORTUNITIES MANAGER, LLC", CHANGING ITS NAME FROM "KAWA SBA LOAN OPPORTUNITIES MANAGER, LLC" TO "KAWA SBA OPPORTUNITIES MANAGER, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2016, AT 12:22 O`CLOCK P.M.

FILED
16 FEB -3 PM 4:56
SECRETARY OF STATE
JEFFREY W. BULLOCK




Jeffrey W. Bullock, Secretary of State

5943387 8100
SR# 20160450558

Authentication: 201743984
Date: 01-28-16

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 01/28/2016
FILED 12:22 PM 01/28/2016
SR 20160450558 - File Number 5943387

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
KAWA SBA LOAN OPPORTUNITIES MANAGER, LLC**

The undersigned, being an authorized person of Kawa SBA Loan Opportunities Manager, LLC, a Delaware limited liability Company, DOES HEREBY CERTIFY THAT:

1. The current name of the limited liability company is Kawa SBA Loan Opportunities Manager, LLC
2. Article 1 of the Certificate of Formation is hereby amended by deleting such Article in its entirety and replacing it with the following new Article 1:
 1. The name of the Company is Kawa SBA Opportunities Manager, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 28th day of January 2016.

/s/ Cynthia D. Farmer
Cynthia D. Farmer
Authorized Person

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SECRETARY OF STATE
DIVISION OF CORPORATIONS