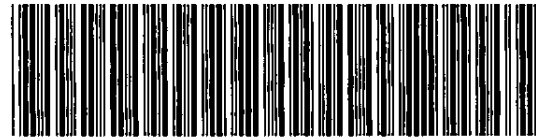


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S. YOUNG

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2016

ALAN S WALTERS, ESQ
GALBUT, WALTERS & ASSOCIATES, LLP
4770 BISCAYNE BLVD STE 1400
MIAMI, FL 33137

SUBJECT: NKW PORTFOLIO III, LLC
Ref. Number: W16000081893

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TALLAHASSEE, FLORIDA
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We have received your document for NKW PORTFOLIO III, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

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.

Shelia H Young
Regulatory Specialist II

Letter Number: 716A00026044



GALBUT WALTERS & ASSOCIATES

December 9, 2016

RECEIVED
2016 DEC 12 PM 1:09
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TALLAHASSEE, FLORIDA

Division of Corporations
Registration Section, Attn: Sheila H. Young
P.O. Box 6327, Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Registration of Delaware LLC to Transact Business
NKW Portfolio III, LLC
Your Letter: 716A00026044

Dear Ms. Young:

With respect to the above referenced registration, we apologize for having apparently sent you the wrong Delaware documentation. I am returning your letter of December 7, together with a Delaware Letter of Good Standing. Your assistance in completing this registration is greatly appreciated, including the return of our certified documents in the enclosed Federal Express envelope.

Please contact me should there be anything further that you require.

Sincerely yours,
GALBUT, WALTERS & ASSOCIATES, LLP


ALAN S. WALTERS, ESQ.

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15 DEC - 6 PM 3:04
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TALLAHASSEE, FLORIDA

ASW:aw

**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. **NKW Portfolio III, LLC, a Delaware limited liability company**
(Name of Foreign Limited Liability Company, 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. **81-4595859**
(FEI number, if applicable)

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

5. **4770 Biscayne Blvd., Ste 1080, Miami, Florida 33137**
(Street Address of Principal Office)

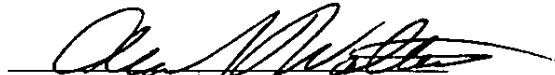
6. **4770 Biscayne Blvd., Ste 1400, Miami, Florida 33137**
(Mailing Address)

7. **Name and street address of Florida registered agent:**
Name: Alan S. Walters, Esq.
Office Address: Galbut, Walters & Associates, LLP
4770 Biscayne Blvd., Ste 1400
Miami, Florida 33137

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
16 DEC -6 PM 3:04

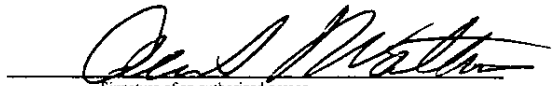
Registered agent's acceptance:

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 are:
Nancy K. Galbut, Manager, 4770 Biscayne Blvd, Ste 1400, Miami, Florida 33137
Eric B. Galbut, Manager, 4770 Biscayne Blvd, Ste 1080, Miami, Florida 33137

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.


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.

Alan S. Walters
Typed name of signee

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NKW PORTFOLIO III, 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 SIXTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NKW PORTFOLIO III, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2016.

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


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SR# 20166940743

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


Jeffrey W. Bullock, Secretary of State

Authentication: 203459021

Date: 12-06-16