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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614) 280-3336
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Foreign Limited Liability Company
Coexist Nutrition, LLC

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$125.00

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TALLAHASSEE FLORIDA

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FEB 17 2017

J. HARRIS

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: CoExist Nutrition, 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:

Daniclla Carelli, Esq.

Name of Person

The Giannuzzi Group, LLP

Firm/Company

411 West 14th Street, 4th Floor

Address

New York, New York 10014

City/State and Zip Code

dcarelli@gglaw.us

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

For further information concerning this matter, please call:

Marco Borges

305

851-2381

at ()

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

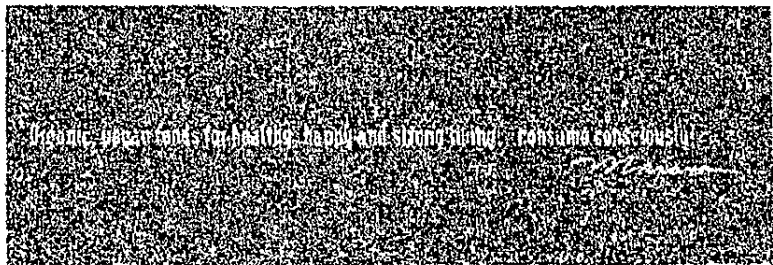
\$130.00 Filing Fee &
Certificate of Status

\$155.00 Filing Fee &
Certified Copy

\$160.00 Filing Fee, Certificate
of Status & Certified Copy



It takes 21 days to make or break a habit. With 22 days you found the way.



Florida Secretary Of State
 R.A. Gray Building
 500 South Bronough Street
 Tallahassee, Florida 32399-0250

February 15, 2017

Re: Coexist Nutrition, LLC authority to do business in Florida

To Whom It May Concern:

Co.Exist Nutrition Corp., a Florida corporation (Document No: P09000097960), is in the process of contributing all of its assets and liabilities to CoExist Nutrition, LLC, a newly formed Delaware limited liability company, in exchange for all of the membership interests of CoExist Nutrition, LLC, such that immediately thereafter, Co.Exist Nutrition Corp. becomes the sole member of CoExist Nutrition, LLC. CoExist Nutrition, LLC will do business in Florida as a foreign entity, and therefore, desires to file an application for authority to do business in Florida.

This letter serves as evidence that Co.Exist Nutrition Corp. consents to CoExist Nutrition, LLC's application and registration to do business in Florida under the name "CoExist Nutrition, LLC."

Very truly yours,

CO.EXIST NUTRITION, CORP.

By: 

Name: Marc Leffin
 Title: C.F.O.

ACKNOWLEDGED AND GREED:

COEXIST NUTRITION, LLC

By: 
 Name: Marco Borges
 Title: C.E.O.

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. CoExist Nutrition, 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. 7350 SW 48th Street Miami, FL 33155
(Street Address of Principal Office)

6. 7350 SW 48th Street Miami, FL 33155
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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.

By: [Signature] C T Corporation System Terrence Hardley Asst. Secretary
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Marco Borges, Chief Executive Officer - 7350 SW 48th Street Miami, FL 33155

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]
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.

Marco Borges
Typed or printed name of signer

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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COEXIST NUTRITION, 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 SIXTEENTH DAY OF FEBRUARY, A.D. 2017.

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



6271470 8300

SR# 20170961438

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202050269

Date: 02-16-17