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Division of Corporations

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STATE OF FLORIDA
SECRETARY OF STATE

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Account Number : 075471001363
Phone : (305) 374-5600
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Foreign Limited Liability Company
BABCOCK RETAIL HOLDINGS, LLC

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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. Babcock Retail Holdings, L.L.C. (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. 4500 PGA Boulevard, Suite 400 (Street Address of Principal Office) 6. 4500 PGA Boulevard, Suite 400 (Mailing Address)

Palm Beach Gardens, Florida 33418 Palm Beach Gardens, Florida 33418

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: George G. Speer
Office Address: 4500 PGA Boulevard, Suite 400
Palm Beach Gardens, Florida 33418

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.

George G. Speer (Registered agent's signature)
George G. Speer, as Registered Agent

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BABCOCK RETAIL HOLDINGS, 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 NINETEENTH DAY OF JULY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BABCOCK RETAIL HOLDINGS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF JULY, A.D. 2019.

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

2019 JUL 19 PM 4:28
TALLAHASSEE, FLORIDA



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

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