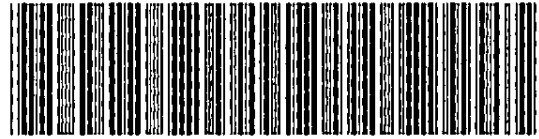


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STATE

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
*Rec'd
9-23-21*

Office Use Only

SEP 23 2021
M. SOLOMON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIIG Holdco 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:

Legal Department
Name of Person
SBE ENT Holdings, I.J.C
Firm/Company
131 Spring Street, 4th Floor
Address
New York, NY 10012
City/State and Zip Code
legaldept@sbc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alex Hernandez at (917) 8058650
Name of Contact Person Area Code Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$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. MHG Holdco 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. 85-3054871 (FEI number, if applicable)

4. September 4, 2020 (Date first transacted business in Florida, if prior to registration)
Has not yet transacted any business in FL
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 131 Spring Street (Street Address of Principal Office)
4th Floor
New York, NY 10012
6. 131 Spring Street (Mailing Address)
4th Floor
New York, NY 10012

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

Name: Corporate Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

2021 SEP 23 PM 12:03

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.

Sophia Potrau

(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>Philippe Zrihen</u>	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: <u>c/o SBE ENT Holdings, LLC</u>	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	<u>131 Spring Street, 4th Floor</u> <u>New York, NY 10012</u>	<input type="checkbox"/> Authorized Person	_____ _____
<input checked="" type="checkbox"/> Other <u>Chief Business Of</u>	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____ _____	<input type="checkbox"/> Authorized Person	_____ _____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____ _____	<input type="checkbox"/> Authorized Person	_____ _____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

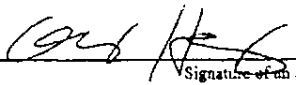
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 STATE OF FLORIDA
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS

40

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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)

10. 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.



 Signature of an authorized person
 Alex Hernandez

 Typed or printed name of signer

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MHG HOLDCO 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 THIRTY-FIRST DAY OF AUGUST, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MHG HOLDCO LLC" WAS FORMED ON THE FOURTH DAY OF SEPTEMBER, A.D. 2020.

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



3599726 8300

SR# 20213130073

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

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

Authentication: 204053351

Date: 08-31-21



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 16, 2021

LEGAL DEPARTMENT
SBE ENT HOLDINGS, LLC
131 SPRING STREET, 4TH FLOOR
NEW YORK, NY 10012

SUBJECT: MHG HOLDCO LLC
Ref. Number: W21000125424

We have received your document for MHG HOLDCO LLC and check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$638.75.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Mel Solomon
Senior Section Administrator

Letter Number: 621A00022429

*Rec'd
9-23-21*