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TALLAHASSEE, FLORIDA

APR 2 5 2017

Y SULKER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nuts SARL
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gilbert DiAZ
Name of Person

NUTS SARL
Firm/Company

990 Biscayne blvd - office 701
Address

Miami, FL, 33132
City/State and Zip code

altruntzer@jpde-assouates.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Annelise Truntzer at (305) 579 0220
Name of Person / Area Code / Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☒ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NUTS SARL CORP
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

____
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Luxembourg
(State or country under the law of which it is incorporated)

3. 98-1306215
(FEI number, if applicable)

4. 06/08/2011
(Date of incorporation)

5. ______________________________
(Date of duration, if other than perpetual)

6. 01/01/2014
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 990 Biscayne blvd - Office 701 Miami, FL, 33132
(Principal office address)

____
(Current mailing address, if different)

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

Name: Fiducial Jode INC

Office Address: 990 Biscayne Blvd - Office 701

Miami, Florida 33132
(City) (Zip code)

9. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation 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)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: Gilbert DiAZ

Address: 990 Biscayne Blvd - office 701
Miami, FL 33132

Vice President: Daniel DiAZ

Address: 990 Biscayne Blvd - office 701
Miami, FL, 33132

Secretary: ______________________

Address: ______________________

Treasurer: ______________________

Address: ______________________

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. Diaz Gilbert
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that 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.

13. ______________________
(Typed or printed name and capacity of person signing application)

Registre de Commerce
et des Sociétés
Luxembourg

R C S

EXTRAIT

NUTS S.à r.l.

Numéro d'immatriculation : **B161302**

Date d'immatriculation

08/06/2011

Dénomination ou raison sociale

NUTS S.à r.l.

Forme juridique

Société à responsabilité limitée

Siège social

Numéro	Rue
2	avenue Charles de Gaulle

Code postal	Localité
1653	Luxembourg

Objet social

Extrait de l'inscription : Pour le détail prière de se reporter au dossier

La société a pour objet toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations. Elle pourra notamment employer ses fonds à la création, à la gestion, au développement, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets. En outre, la société a également pour objet l'achat, la gestion, la mise en valeur et la vente de tous biens immobiliers situés au Grand-Duché de Luxembourg ou à l'étranger. Elle pourra également prester tous services de conseil en investissement. Elle pourra emprunter sous quelque forme que ce soit. Elle pourra, dans les limites fixées par la loi du 10 août 1915, accorder à toute société du groupe ou à tout actionnaire tous concours, prêts, avances ou garanties. Elle prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, qui se ... (*)

Capital social / Fonds social

Type	Montant	Devise	Etat de libération
Fixe	3 063 998	Euro	Total

Date de constitution

01/06/2011

Durée

Illimitée

Exercice social

Premier exercice ou exercice raccourci

Du	Au
01/06/2011	31/12/2011

Exercice social

Du	Au
01/01	31/12

Associé(s)

DIAZ Gilbert

Nom	Prénom(s)
DIAZ	Gilbert

Adresse privée ou professionnelle

Numéro	Rue
148	boulevard de la Petrusse

Code postal	Localité	Pays
2330	Luxembourg	Luxembourg

Parts détenues

Nombre	Type(s) de parts
125	parts sociales

Administrateur(s) / Gérant(s)

Régime de signature statutaire

Le ou les gérants ont vis-à-vis des tiers les pouvoirs les plus étendus pour agir sous leur signature individuelle au nom de la société dans toutes les circonstances.

DIAZ Gilbert

Nom	Prénom(s)
DIAZ	Gilbert

Adresse privée ou professionnelle

Numéro	Rue
148	boulevard de la Pétrusse

Code postal	Localité	Pays
2330	Luxembourg	Luxembourg

Type de mandat

Fonction
Gérant

Durée du mandat

Date de nomination	Durée du mandat
03/05/2012	Indéterminée

Registre de Commerce et des Sociétés
Luxembourg

R C S

Pour extrait conforme [1]

Luxembourg, le 06/02/2017

Pour le gestionnaire du registre de commerce et des sociétés [2]

Signé électroniquement par
RCSL groupement d'intérêt économique
Date de signature indiquée: 2017-02-06 [illegible]
Numéro de série

[1] En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

[2] Le présent extrait est établi et signé électroniquement. Le gestionnaire du registre de commerce et des sociétés ne garantit l'authenticité de l'origine et l'intégrité des informations contenues sur le présent extrait par rapport aux informations inscrites au registre de commerce et des sociétés que si le présent extrait comporte une signature électronique émise par le gestionnaire du registre de commerce et des sociétés.

Adresse postale: L-2961 Luxembourg Tél.: (+352) 26 428-1 Fax: (+352) 26 42 85 55 www.rcsl.lu
RCSL G.I.E. R.C.S. Luxembourg C24 14, rue Erasme L-1468 Luxembourg

Trade and Companies
Register
Luxembourg

R C S

EXTRACT

NUTS S.à r.l.

Registration Number: **B161302**

Date of Registration
08/06/2011

Company Name(s)
NUTS S.à r.l.

Legal Form
Private Limited Liability Company

Registered Office of the Company

Number	Street
2	avenue Charles de Gaulle
Postcode	Town
1653	Luxembourg

Corporate Object
Extract from the entry: for detail please refer to the file
The object of the Company is all operations related directly or indirectly to the acquisition of participations in any form whatsoever, in any company and the administration, management, control and the development of such participations. In particular, it may use its funds to the creation, management, development and liquidation of a portfolio composed of securities and patents of any origin, to participate in the creation, development and control of any company, to acquire securities and patents by way of contribution, subscription, underwriting or call options and in any other manner, to realize them by way of sale, transfer, exchange or in any other manner, to develop such businesses and patents. Furthermore, the object of the Company is the acquisition, management, development and sale of all property estates located in the Grand-Duchy of Luxembourg or abroad. It may also provide investment advice. It may borrow under any form whatsoever. Within the limits laid down by the Law of 10 August 1915, it may grant to any company of the Group or to any shareholder all financial assistance, advances or guarantees. It may take all measures in order to safeguard its rights and carry out any operations, ...(*)

Capital of the Company

Type	Amount	Currency	Paid-up status
Fixed	3,06,998	EUR	Total

Date of Incorporation
01/06/2011

Term of the Company
Indefinite

Trade and Companies Register
Luxembourg

R C S

Financial Year

First or shortened financial year		**Financial year**	
From	To	From	To
01/06/2011	31/12/2011	01/01	31/12

Partner(s)

DIAZ Gilbert

Name	Forename(s)
DIAZ	Gilbert

Private or professional address

Number	Street	
148	boulevard de la Petrusse	
Postcode	Town	Country
2330	Luxembourg	Luxembourg

Shares held

Number	Type(s) of shares
125	Shares

Member(s) of the Board of Directors / Manager(s)

Statutory entitlement to sign on behalf of the Company
The Director(s) shall have, towards third parties, the broadest powers to act in all circumstances, according to the sole signature on behalf of the Company.

DIAZ Gilbert

Name	Forename(s)
DIAZ	Gilbert

Private or professional address

Number	Street	
148	boulevard de la Petrusse	
Postcode	Town	Country
2330	Luxembourg	Luxembourg

Type of mandate
Function
Manager

Term of mandate

Date of appointment	Term of office
03/05/2012	Indefinite

Trade and Companies Register
Luxembourg

Certified true extract ([1])

Luxembourg, 06/02/2017

For the Trade and Companies Registrar ([2])

Signed electronically by
RCSL Economic Interest Group
Date of signature: 2017-02-06 10:07:45

Serial number : eSign

[1] In application of Article 21 paragraph 2 of the amended Law of 19 December 2002 concerning the Trade and Companies Register as well as the accounting and annual accounts of companies and Article 21 of the amended Grand Ducal Regulation of 23 January 2003 executing the Law of 19 December 2002, the present Extract presents the situation at least updated with data communicated to the Trade and Companies Register up to three days prior to the date of issue of the said Extract. If an amendment has been notified to the Trade and Companies Register in the meantime, it may be that it has not been taken into account in issuing the Extract.

[2] The present Extract is established and signed electronically. The Trade and Companies Registrar only guarantees the authenticity of the origin and the integrity of the information contained in the present Extract in relation to the information entered in the Trade and Companies Register if the present Extract bears an electronic signature issued by the Trade and Companies Registrar.

Certified true translation of the attached document. Luxembourg, 15 March 2017
Fabienne MARSCHALL - Sworn translator