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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

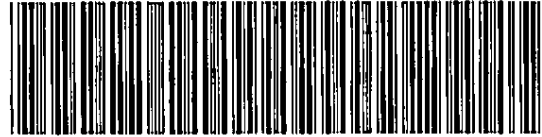
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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17 DEC 26 AM 7:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XpresSpa[®]

December 22, 2017

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Attached is an Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida for **XpresSpa Mobile Services, LLC**, a New York limited liability company.

Please contact the undersigned with any questions regarding this matter.

Sincerely,



Jonathan Kraft
Counsel

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: XpresSpa Mobile Services, 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:

Jonathan Kraft
Name of Person

XpresSpa Holdings, LLC
Firm/Company

780 Third Avenue, 12th Floor
Address

New York, NY 10017
City/State and Zip Code

legal@xpresspa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Kraft at (646) 664-4306
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

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. XpresSpa Mobile Services, 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. New York (Jurisdiction under the law of which foreign limited liability company is organized) 3. 46-4918253 (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. 780 Third Avenue, 12th Floor (Street Address of Principal Office)
New York, NY 10017

6. 780 Third Avenue, 12th Floor (Mailing Address)
New York, NY 10017

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

Name: CT 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 of 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: Michael Scraphin CT Corporation System **Michael Scraphin 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:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Chairman</u>	<u>Andrew Perlman</u> <u>780 Third Avenue, 12th Floor</u> <u>New York, NY 10017</u>	<u>CFO</u>	<u>Anastasia Nyrkovskaya</u> <u>780 Third Avenue, 12th Floor</u> <u>New York, NY 10017</u>
<u>CEO</u>	<u>Edward Jankowski</u> <u>780 Third Avenue, 12th Floor</u> <u>New York, NY 10017</u>	_____	_____

(Use attachments if necessary)

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

A. Nyrkovskaya, CFO

 Typed or printed name of signer

17 DEC 26 AM 7:05
 ALL ADMINISTRATIVE
 DEPARTMENT OF STATE

State of New York
Department of State } **ss:**

I hereby certify, that XPRESSPA MOBILE SERVICES, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 02/25/2014, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 15th day of December two
thousand and seventeen.*

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

*Brendan W. Fitzgerald
Executive Deputy Secretary of State*