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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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12/23/14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Carbondale, S.L. Co.

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:

Jean Paul Rodriguez Diaz

Name of Person

Carbondale, S.L. Co.

Firm/Company

777 Brickell Ave., Suite 500

Address

Miami, FL 33131

City/State and Zip code

jprodriguez@scanton.co

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

For further information concerning this matter, please call:

Jean Paul Rodriguez at (305) 767-6829

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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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. Carbondale, S.L. Co.

(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. Spain

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

3. 98-1207667

(FEI number, if applicable)

4. 03/25/2014

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 777 Brickell Ave., Suite 500, Miami, FL 33131

(Principal office address)

777 Brickell Ave., Suite 500, Miami, FL 33131

(Current mailing address)

8. 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

(City)

, Florida

33324

(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)

Judith Argao
Vice President
and Assistant Secretary

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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Marc Smeets

Address: Calle Aribau, 171
08036 Barcelona, Spain

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TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jean Paul Rodriguez Diaz

Address: 777 Brickell Ave., Suite 500
Miami, FL 33131

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

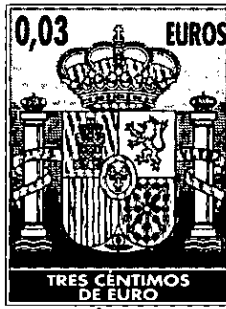
12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 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. Jean Paul Rodriguez Diaz, President

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



0L8642834

CLASE 8.ª

SWORN TRANSLATION

I, ALICIA ALEJO IBÁÑEZ, Sworn Translator in Barcelona, Spain,

DO HEREBY CERTIFY: that the attached document of four (4) pages, all bearing my official stamp and referring to the Company CARBONDALE, S.L., is the exact and complete translation into English of a document written in Spanish which has been exhibited to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in Barcelona, this thirtieth day of October two thousand fourteen.

CERTIFICACIÓN

D^a Alicia Alejo Ibáñez, Intérprete Jurado de Inglés, certifica que el documento de cuatro (4) páginas adjunto referente a la Sociedad CARBONDALE, S.L. es traducción fiel y completa al inglés de un documento redactado en español.

Barcelona, 30 de octubre de 2014

Alicia Alejo Ibáñez
Intérprete jurado de Inglés
C/ Vinyar, 3-5, 3^o 2^a
08016 Barcelona
e-mail: alicia.alejo@gmail.com
Telf. 93 354 60 43

Alicia Alejo

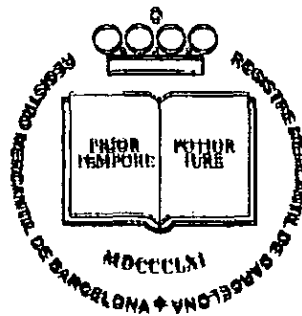
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TALLAHASSEE, FLORIDA

CARBONDALE SL

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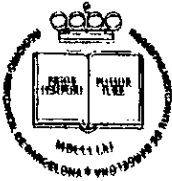


COMPANIES REGISTRY OF BARCELONA



Registrars of Spain

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TALLAHASSEE, FLORIDA



I, THE UNDERSIGNED COMMERCIAL REGISTRAR OF BARCELONA AND THE PROVINCE OF BARCELONA, after having examined the Book of Entries and the existing computerised database in this Companies Registry of Barcelona with reference to the Company requested,

DO HEREBY CERTIFY THAT: The data relating to this Company, which remains valid in this Registry, with legal capacity, are as follow:

COMPANY NAME:

CARBONDALE, S.L.

(Sole Shareholder Company)

C.I.F. - Spanish Tax Identification Number (T.I.N.):

B66260027

THE MOST RECENT REGISTERED DATA IN THE COMPANIES REGISTRY:

Volume: 44255 Folio: 74 Page: B-451109 ENTRY 3

SPECIAL INCIDENTS:

There are no special incidents

REGISTERED OFFICE:

ADDRESS: **C/ARIBAU, 171**

TOWN: **BARCELONA**

ENTRY: **1, Volume 44255 Folio 73 Page: B-451109**

ADMINISTRATORS/DIRECTORS:

NAME: **MARC SMEETS**

DUTCH NATIONALITY

N.I.C.: **X2367096M**

ADDRESS: **C/ARIBAU number 171, BARCELONA (SPAIN)**

POSITION: **SOLE DIRECTOR/ADMINISTRATOR**

APPOINTMENT: **10th September 2014**

TERM: **INDEFINITE**

ENTRY: **3, Volume: 44255 Folio: 74 Page: B-451109**

LEGAL REPRESENTATIVES/PROXIES:

That there is no express empowerment or granting corporation powers in the aforesaid company's record at the Companies Registry.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATE PURPOSE:

Article 2. - 1. The purpose of the company is: (a) Management and administration representing the equity of non-resident companies within Spanish territory by means of the corresponding organisation of material and personal resources, in accordance with the provisions of article 116 of Spanish Royal Legislative Decree 4/2004, of 5 March, by means of which the Revised Text of Corporate Tax Law and related provisions are passed. (b) Creation, purchase, development, commercialization, licence, cession and exploitation of patents, trademarks, licences, know-how and, in general, whatever industrial or intellectual property right related to (i) construction or building, design, management, advertising and exploitation of movie theatres and conferences, restaurants, bars and other facilities and leisure and recreational areas; (ii) distribution, programming, advertising, management and film screening; and (iii) creation, preparation, advertising and performance of public shows or spectacles and cultural, recreational or leisure activities. 2. Those activities for which the Law demands special conditions which this Company does not fulfil are excluded from the corporate purpose.

ENTRY: 3, Volume 44255 Folio 74 Page B-451109

Article 3.- All those activities for which the Law demands special conditions which this Company does not fulfil are excluded from the corporate purpose. If the legal dispositions require for the performance of some activities mentioned in the corporate purpose, a professional degree, an administrative authorisation or registration in a Public Register is needed, these activities should be undertaken by persons who in fact have such professional license and, if the case may be, cannot be undertaken until the administrative requirements have been fulfilled.

ENTRY: 1, Volume 44255 Folio 73 Page B-451109

FILED ENTRIES IN FORCE AND EFFECT:

Record Book for the submission of registrations:
There are no current entries.

Record Book for the submission of statements of accounts:
There are no current entries.

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TALLAHASSEE, FLORIDA



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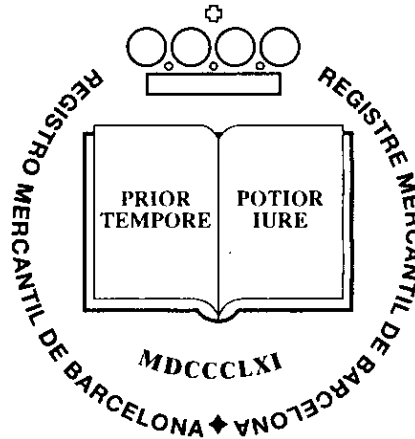
It is completely prohibited to include data contained in this registered information to files or computerized databases for individualized consultation of individuals or legal entities/corporations, even if the source of the information is acknowledged.

In witness whereof, I do hereby issue this certificate on Folio number B2729496 and the following 2 pages, on one side only and with the letterhead of this Registry, in Barcelona, at 8.55 am, this **27th day of October two thousand fourteen**.

(illegible signature)

Third Additional Provision of Law 8/1989
Service/s with fees not based on
transaction amount

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TALLAHASSEE, FLORIDA



REGISTRO MERCANTIL DE BARCELONA
REGISTRE MERCANTIL DE BARCELONA

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SECRETARY OF STATE
FALLS CHURCH, VIRGINIA


Registradores de España

REGISTRO MERCANTIL DE BARCELONA



TESTIMONI NOTARIAL

EL REGISTRADOR MERCANTIL DE BARCELONA Y SU PROVINCIA QUE SUSCRIBE, tras examinar los Libros del Archivo y la base de datos informatizada existente en este Registro Mercantil de Barcelona con referencia a la sociedad solicitada,

CERTIFICA: Que los datos relativos a esta sociedad, que continúa vigente en este Registro, con personalidad jurídica, son los siguientes:

DENOMINACIÓN DEL EMPRESARIO:
CARBONDALE, S.L.
(Sociedad Unipersonal)

C.I.F.:
B66260027

ÚLTIMOS DATOS DE INSCRIPCIÓN EN EL REGISTRO MERCANTIL:
Tomo: 44255 Folio: 74 Hoja: B-451109 INSCRIPCIÓN 3

INCIDENCIAS ESPECIALES:

No existen incidencias especiales.

DOMICILIO SOCIAL:

DIRECCIÓN: **CALLE ARIBAU, 171**
POBLACIÓN: **BARCELONA**
INSCRIPCIÓN: **1, Tomo 44255 Folio 73 Hoja B-451109**

ADMINISTRADORES:

NOMBRE: **MARC SMEETS**
NACIONALIDAD **HOLANDESA**
N.I.E.: **X2367096M**
DOMICILIO: **CALLE ARIBAU número 171, BARCELONA (ESPAÑA)**
CARGO: **ADMINISTRADOR ÚNICO**
NOMBRAMIENTO: **10 de septiembre de 2014**
DURACIÓN: **INDEFINIDA**
INSCRIPCIÓN: **3, Tomo: 44255 Folio: 74 Hoja: B-451109**

APODERADOS:

Que en la citada hoja abierta a dicha sociedad no aparece inscrito conferimiento

MIQUEL TARRAGONA I COROMINA
NOTARI
Diagonal, 407, 5è (cantonada Ralmes)
Tel. 93 292 28 00 - Fax 93 292 28 01
08008 - BARCELONA
notaria@rubiestarragona.org

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SECRETARÍA DE ESTADO
FALTA DE INSCRIPCIÓN



Expreso alguno de poder de la misma.

OBJETO SOCIAL:

Artículo 2.- 1. La Sociedad tiene por objeto: (a) La gestión y administración de valores representativos de los fondos propios de entidades no residentes en territorio español mediante la correspondiente organización de medios materiales y personales; de conformidad con lo previsto en el artículo 116 del Real Decreto Legislativo 4/2004, de 5 de marzo, por el que se aprueba el Texto Refundido de la Ley del Impuesto sobre Sociedades y las disposiciones que lo desarrollen. (b) La creación, la adquisición, el desarrollo, la comercialización, la licencia, la cesión y la explotación de patentes, marcas, licencias, know-how y, en general, cualesquiera derechos de propiedad industrial o intelectual relacionados con (i) la construcción, el diseño, la gestión, la promoción y la explotación de salas de cine y de conferencias, restaurantes, bares y otros establecimientos y espacios de ocio y lúdicos; (ii) la distribución, programación, promoción, gestión y exhibición cinematográfica; y (iii) la creación, preparación, promoción y ejecución de espectáculos públicos y actividades culturales, lúdicas y de ocio. 2. Quedan excluidas del objeto social aquellas actividades para cuyo ejercicio la ley exija cualquier clase de autorización administrativa de la que no disponga la Sociedad.

INSCRIPCIÓN: 3, Tomo 44255 Folio 74 Hoja B-451109

Artículo 3º.- Quedan excluidas del objeto social todas aquellas actividades para cuyo ejercicio la Ley exija requisitos especiales que no queden cumplidos por esta sociedad. Si las disposiciones legales exigiesen para el ejercicio de algunas actividades comprendidas en el objeto social algún título profesional, o autorización administrativa, o inscripción en Registros Públicos, dichas actividades deberán realizarse por medio de personas que ostente dicha titularidad profesional y, en su caso, no podrán iniciarse antes de que se hayan cumplido los requisitos administrativos exigidos.

INSCRIPCIÓN: 1, Tomo 44255 Folio 73 Hoja B-451109

ASIENTOS DE PRESENTACIÓN VIGENTES:

Diario de presentación de inscripciones:

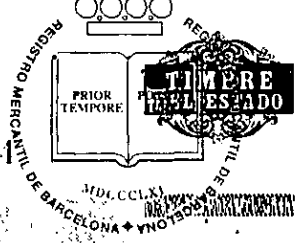
No tiene asientos vigentes.

Diario de presentación de depósito de cuentas:

No tiene asientos vigentes.

Queda prohibida la incorporación de los datos que constan en la presente información registral a ficheros o bases de datos informáticas para la consulta individualizada de personas físicas o jurídicas, incluso expresando la fuente de procedencia.

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REGISTRAR MERCANTIL DE BARCELONA



Y para que conste, expido la presente certificación en el folio número B2729496 y los 2 siguientes, a una sola cara y con el membrete de este Registro, en Barcelona, a las 8:55 horas del día veintisiete de octubre de dos mil catorce.

[Handwritten signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D'A 3ª L. 8/89
ACTO/S SIN BASE DE CUANTIA
ACTE/S SENSE BASE DE QUANTIA

TESTIMONIO.-Yo, MIQUEL TARRAGONA COROMINA, Notario del Ilustre Colegio de Notarios de Cataluña, con residencia en la ciudad de Barcelona, DOY FE: Que las fotocopias que aparecen en tres hojas de papel exclusivo para documentos notariales, números el de la presente y sus dos anteriores en orden correlativo, son fiel reflejo de sus originales, los cuales me exhiben y tengo a la vista.

Y para que así conste, libro el presente testimonio, que signo, firmo y sello, en Barcelona, veintiocho de octubre de dos mil catorce.

Número 1743.14 del Libro Indicador.



[Handwritten signature]



01/2014



El presente folio es el agregado al documento en el que figura la firma de don Miquel Tarragona Coromina, Notario de Barcelona, Colegio Notarial de Cataluña, en testimonio de exhibición de certificado expedido a favor de Carbondale, S.L.U., libro indicador número 1743, de 28 de octubre de 2014, en el folio número CD1797632.

APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. País: ESPAÑA Country / Pays :	
El presente documento público This public document / Le présent acte public	
ha sido firmado por Don Miquel Tarragona Coromina has been signed by / a été signé par	
quien actúa en calidad de Notario acting in the capacity of / agissant en qualité de	
4. y está revestido del sello / timbre de la Notaria bears the seal / stamp of / est revêtu du sceau / timbre de	
Certificado Certified / Attesté	
5. en Barcelona at / à	6. el día 29/10/2014 the / le
7. por Don Guzman Clavel Jordà, Censor Primero del Colegio Notarial de Cataluña by / par	
8. bajo el número N5301/2014/011976 No / sous no	
9. Sello / timbre: Seal / stamp: Sceau / timbre:	10. Firma: Signature: Signature:

Esta Apostilla certifica únicamente la autenticidad de la firma, la calidad en que el signatario del documento haya actuado y, en su caso, la identidad del sello o timbre del que el documento público esté revestido.

Esta Apostilla no certifica el contenido del documento para el cual se expidió.

[No es válido el uso de esta Apostilla en España]

[Esta Apostilla se puede verificar en la dirección siguiente: <https://eregister.justicia.es>]

Código de verificación de la Apostilla: NA:TGvv-pDUK-wvGg-mDS

This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.

This Apostille does not certify the content of the document for which it was issued.

[This Apostille is not valid for use anywhere within Spain]

[To verify the issuance of this Apostille, see <https://eregister.justicia.es>]

Verification Code of the Apostille: NA:TGvv-pDUK-wvGg-mDS

Cette Apostille atteste uniquement la véracité de la signature, la qualité en laquelle le signataire de l'acte a agi et, le cas échéant, l'identité du sceau ou timbre dont cet acte public est revêtu.

Cette Apostille ne certifie pas le contenu de l'acte pour lequel elle a été émise.

[L'utilisation de cette Apostille n'est pas valable en / au Espagne.]

[Cette Apostille peut être vérifiée à l'adresse suivante <https://eregister.justicia.es>]

Code de vérification de l'Apostille: NA:TGvv-pDUK-wvGg-mDS

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TALLAHASSEE, FLORIDA