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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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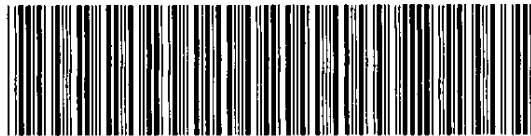
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

16 APR 19 AM 10:58

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FILED

2015 APR 19 A 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 20 2016

S MASON

Date: 04/19/2016

Account #: I20000000088

Name: Michelle Walker

Reference #: D285271

ENTITY NAME: PEPE LOVES BOOKS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: \$70

Signature: M. Walker

COVER LETTER

TO: Registration Section
Division of Corporations
Pepe Loves Books, Inc.

SUBJECT: _____
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:
Gidalthy Rodriguez

_____	Name of Person
DLA Piper (US)	
_____	Firm/Company
200 South Biscayne Boulevard Suite 2500	
_____	Address
Miami, FL 33131	
_____	City/State and Zip code
marilu@pepelovesbooks.com	
_____	E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilu Rios Kernan	305	972-5257
_____	at (_____)	_____
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.

Pepe Loves Books, Inc.

1. _____
(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)

Delaware

47-4440964

2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

April 15, 2016

4. _____ 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

January 2, 2015

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

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

1000 West Avenue, Unit 511, Miami Beach, FL 33139

7. _____
(Principal office address)

(Current mailing address, if different)

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

National Corporate Research, Ltd., Inc.

Name:

115 North Calhoun Street, Suite 4

Office Address:

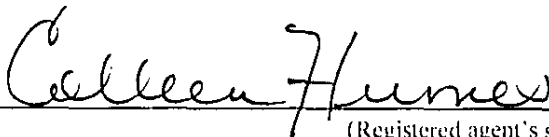
Tallahassee

32301

_____, Florida _____
(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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marilu Rios Kernan

Address: 1000 West Avenue, Unit 511, Miami Beach, FL 33139

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Marilu Rios Kernan

Address: 1000 West Avenue, Unit 511, Miami Beach, FL 33139

Address: _____

Vice President: _____

Address: _____

Secretary: Marilu Rios Kernan

Address: 1000 West Avenue, Unit 511, Miami Beach, FL 33139

Address: _____

Treasurer: Marilu Rios Kernan

Address: 1000 West Avenue, Unit 511, Miami Beach, FL 33139

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 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. Marilu Rios Kernan, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEPE LOVES BOOKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEPE LOVES BOOKS, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2016.

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



6017606 8300

SR# 20162383563

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202169460

Date: 04-19-16