

FILE000002401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

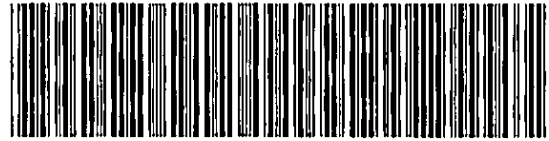
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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1353 Palmetto Avenue, Suite 100
Winter Park, Florida 32789

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fax (407) 628-9085
email mark@scheinblumlaw.com

May 15, 2018

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attention: Dionne M. Scott, Regulatory Specialist II

Re: Flip To, Inc. / Application by Foreign Corporation to Transact Business in Florida

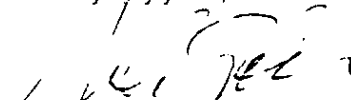
Dear Ms. Scott:

As counsel to Flip To, Inc. (ref. # W18000029288), and in accordance with your Letter Number 018A00006473, I have enclosed the the Flip To, Inc. Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a letter from Flip To, LLC and its sole shareholder affirming that there is no intention to revoke the dissolution of Flip To, Inc., and thereby releasing the name "Flip To" for use by another entity.

Please also note that in accordance with subsequent conversations with the Division of Corporation, the enclosed application references in item 6 that the applicant began transacting business in Florida on September 15, 2012 under document number M12000005275 as Flip To, LLC (the "Prior LLC"), and converted in its home state of Delaware to a corporation on December 1, 2017.

If you have any questions with respect to the attached, please do not hesitate to contact me at (407) 913-6275, or by e-mail at mark@scheinblumlaw.com.

Very truly yours,


Mark D. Scheinblum

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE
2018 MAY 21
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Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Flip To, Inc. | Application by Foreign Corporation to Transact Business in Florida

To Whom It May Concern:

This letter is in reference to the Application by Foreign Corporation for Authorization to Transact Business in Florida previously filed for Flip To, Inc., a Delaware corporation (the "Applicant"), which application was returned for further action by the Applicant pursuant to Letter Number 018A00006473 from Dionne M. Scott, Regulatory Specialist II.

You have indicated that the name "Flip To, Inc." was not available based on the name being the same as, or indistinguishable from, the name of a voluntarily dissolved business entity.

In accordance with your request, on behalf of each of (a) the dissolved entity, Flip To, LLC (the "Dissolved Entity"), and (b) Flip To Holdings, LLC, a Delaware limited liability company (the "Parent"), as the owner of all of the ownership interests in the Dissolved Entity, I do hereby certify and affirm that both of the Dissolved Entity and the Parent have no intention of revoking the dissolution of the Dissolved Entity, and therefore releasing the name for use to another entity, specifically the Applicant.

Sincerely,

Keith Durden
Chief Financial Officer

FLIP TO HOLDINGS, LLC

By:

Name:

Title:

**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.*

Flip To, Inc.

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

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

Delaware

3. 30-0749373

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

(FEI number, if applicable)

December 1, 2017

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

6. September 15, 2012 as M12000005275 (Flip To, LLC) - Converted in Home State (Delaware) to Flip To, Inc. on 12/1/2017
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

2600 Maitland Center Parkway, Suite 100, Maitland, FL 32751

7. _____
(Principal office address)

(Current mailing address, if different)

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

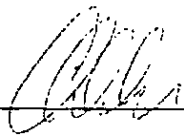
Name: Christopher Duerr, CPA

Office Address: 1304 North Maitland Avenue

Maitland, Florida 32751
(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: Edward St. Onge, Jr.
2600 Maitland Center Pkwy, Suite 100, Maitland, FL 32751
Address:

Vice Chairman:
Address:

✓Director: Brian Kent
2600 Maitland Center Pkwy, Suite 100, Maitland, FL 32751
Address:

Director:
Address:

B. OFFICERS

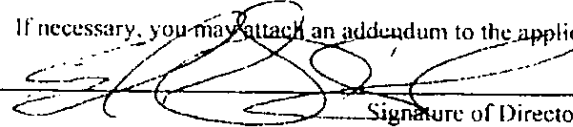
✓President: Brian Kent
2600 Maitland Center Pkwy, Suite 100, Maitland, FL 32751
Address:

Vice President:
Address:

✓Secretary: Gil Shabat
2600 Maitland Center Pkwy, Suite 100, Maitland, FL 32751
Address:

✓Treasurer: Edward St. Onge, Jr.
2600 Maitland Center Pkwy, Suite 100, Maitland, FL 32751
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. Edward St. Onge, Jr. Treasurer and Secretary
(Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLIP TO, 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 FIFTEENTH DAY OF MARCH, A.D. 2018.

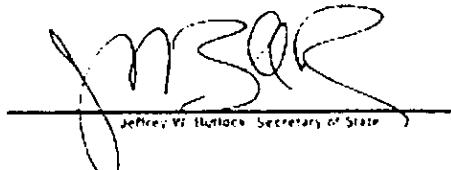
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLIP TO, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF AUGUST, A.D. 2012.

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

2018 MAR 16 PM 3:03
JWB




Jeffrey W. Bullock, Secretary of State

5196421 8300

SR# 20181935827

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

Authentication: 202325149

Date: 03-15-18