

L010000005711

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

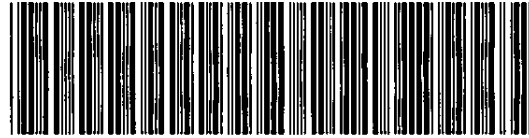
(Business Entity Name)

(Document Number)

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15 JAN 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB - 2 2015

T. BROWN

Named & N/C

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TM Systems, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donald Denkhaus

Name of Person

TM Systems, LLC

Firm/Company

265 NE 24th Street, Suite 401

Address

Miami, FL 33137

City/State and Zip Code

ddenkhaus@the kitchen.tv

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

For further information concerning this matter, please call:

Don Denkhaus

Name of Person

at **305 415-6169**

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

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

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 18, 2014

DONALD DENKHAUS
TM SYSTEMS, LLC
265 NE 24TH STREET STE 401
MIAMI, FL 33137

SUBJECT: TM SYSTEMS, LLC
Ref. Number: L01000005711

We have received your document for TM SYSTEMS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must contain the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The following suffixes are no longer acceptable: "Limited Company," "L.C.," "LC.," "Ltd.," and "Co."

The document number of the name conflict is P05000070377.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown
Regulatory Specialist II

Letter Number: 114A00024449



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2015

DONALD DENKHAUS
TM SYSTEMS, LLC
265 NE 24TH STREET STE 401
MIAMI, FL 33137

SUBJECT: TM SYSTEMS, LLC
Ref. Number: L01000005711

We have received your document for TM SYSTEMS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must insert the title or capacity of person(s) authorized to manage this limited liability company above the name(s) and address(es) listed. Such titles may include: Manager (MGR), Authorized Member (AMBR), Authorized Person (AP), or Authorized Representative (AR).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Teresa Brown
Regulatory Specialist II

Letter Number: 315A00000604



265 N.E. 24th Street, Suite 401, Miami, FL 33137
T 305.415.6200 F 305.415.6201

DONALD A. DENKHAUS
Chairman

January 22, 2015

Ms. Teresa Brown
Regulatory Specialist II
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: TM Systems, LLC
Document No. L010000005711

Dear Ms. Brown:

This letter and enclosures are in response to your letter dated January 12, 2015. I am returning the Articles of Amendment to Articles of Organization for TM Systems, LLC. As requested I included the name, capacity and address for the two current managers of our company. Because these are the managers listed in our current annual report to the Division of Corporations I did not believe they should be shown on page 2 as an "Add" action, but have done so on the enclosed Amendment.

The primary reason for the Amendment is to request a name change to The Kitchen, LLC. The reason why we believe such name change should be accepted by the Division is in contained in my letter dated January 5, 2015, which I have enclosed a copy.

You returned our \$25.00 check for the filing fee indicating that "check is not needed" because we previously paid \$25.00 for the previous filing, which was also declined. Accordingly, we have not enclosed an additional fee with this Amendment.

Please do not hesitate to call me at 305 415-6169 should you require further clarification.

Very truly yours,

A handwritten signature in cursive script that reads 'Donald A. Denkhaus'.

Donald A. Denkhaus
Manager and Chief Financial Officer



265 N.E. 24th Street, Suite 401, Miami, FL 33137
T 305.415.6200 F 305.415.6201

DONALD A. DENKHAUS
Chairman and Chief Financial Officer

January 5, 2015

Ms. Theresa Brown
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Request for Name Change
TM Systems, LLC
FL Doc No.: L01000005711

Dear Ms. Brown:

This letter is follow up to a request that we made on November 6, 2014 to change the name of our *limited liability company*. The request was rejected on November 18, 2014 because "the name designated is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity". We believe the confusion over the name relates to another entity which we own with a similar name. Our review of other similarly named entities in Sunbiz.org shows such unrelated entities are inactive. We request you reconsider the name change based on the facts outlined below.

On April 12, 2001 TM Systems, LLC (Document No. L01000005711) filed its Articles of Organization with the State of Florida. In May 2005 TM Systems, LLC acquired a language dubbing and subtitling business which operated under the fictitious name "The Kitchen" from Claxson Playout, Inc. To consummate the acquisition TM Systems, LLC set up a new Florida corporation, The Kitchen, Inc. (Document No. P05000070377), which filed its Article of Incorporation with the State of Florida on May 9, 2005. The Kitchen, Inc. continues to be 100% owned by TM Systems, LLC.

Since May 2005 TM Systems, LLC and The Kitchen, Inc. have operated as a single business that provides language dubbing and subtitling to the television industry. For legal and tax purposes all employees, assets and contracts are in the name of TM Systems, LLC. Our bank account is in the name "TM Systems, LLC d/b/a The Kitchen". Management is the same for the two legal entities. Our business operates under the trade name "The Kitchen" (Florida Registration No. G13000008527) and that name is recognized internationally in the language dubbing and subtitling industry. Our web site is "www.thekitchen.tv". Although The Kitchen, Inc. maintains a current Florida registration, it has been inactive from a separate business standpoint.

In order avoid confusion with our customers we would like to consistently use "The Kitchen" name for our legal entity names and our trade name. We would like our parent company to be known as The Kitchen, LLC and its subsidiary to be The Kitchen, Inc. Currently, the only purpose of The Kitchen, Inc. legal entity is to conduct business in certain foreign countries, which restrict businesses that operate as a LLC.

In order for you to reconsider our request for a name change we have prepared a currently dated Amendment to Articles of Articles of Organization, together with a check for the \$25.00 fee. If you have any questions regarding this matter, please call me at 305-415-6169.

Very truly yours,

A handwritten signature in cursive script that reads "Donald A. Denkhaus".

Donald A. Denkhaus
Chairman and Chief Financial Officer
TM Systems, LLC
The Kitchen, Inc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

TM Systems, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

FILED
15 JAN 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on April 12, 2001 and assigned
Florida document number L01000005711.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The Kitchen, LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, **Florida** _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Authorized Member on our records, enter the title, name, and address of each Manager or Authorized Member being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MRG	Kenneth D. Lorber	265 NE 24th St., Suite 401	<input checked="" type="checkbox"/> Add
		Miami, FL 33137	<input type="checkbox"/> Remove
MRG	Donald A. Denkhaus	265 NE 24th St., Suite 401	<input checked="" type="checkbox"/> Add
		Miami, FL 33137	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

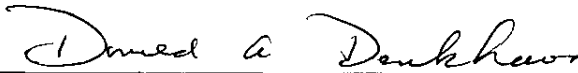
Article 5, Management

Delete "Carlos Contreras" and "Deeny Kaplan" and insert
"Kenneth D. Lorber" and "Donald A. Denkhaus" as Managers

E. Effective date, if other than the date of filing: _____ (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

Dated January 22, 2015



Signature of a member or authorized representative of a member

Donald A. Denkhaus, Manager & Chief Financial Officer

Typed or printed name of signee