



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 2000

UCC FILING & SEARCH SERVICES

SUBJECT: COLE WEST PALM BEACH, LLC
Ref. Number: W00000023454

We have received your document for COLE WEST PALM BEACH, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 800A00050747

APPROVED
AND
FILED
00 SEP 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Cole West Palm Beach, LLC
(Name of foreign limited liability company)
2. Delaware 3. 65-0962916
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 8, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 603 West 50th Street
New York, NY 10019
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Cole South Beach, Inc (MGRM)
Kenneth D. Cole 603 W. 50th Street, New York, NY 10019 (P)
Stanley A. Mayer 603 W. 50th Street, New York, NY 10019 (VP)
Michael F. Colosi 603 W. 50th Street, New York, NY 10019 (S)
David P. Edelman 2 Emerson Lane, Secaucus, NJ 07094 (T)

10. Attached is an original 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. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware

Stanley A. Mayer
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stanley A. Mayer
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20 SEP 27 PM 12:24

FILED

APPROVED
AND

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: Cole West Palm Beach, LLC
2. The name and address of the registered agent and office is:

NationsCorp Registered Agents, Inc.
(Name)

526 E. Park Avenue
(STREET address in Florida)

Tallahassee, FL 32301
(City/State/Zip)

PA3000010174

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Billy Jones
(Signature)

9/27/00
(Date)

00 SEP 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLE WEST PALM BEACH, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COLE WEST PALM BEACH, LLC" WAS FORMED ON THE EIGHTH DAY OF NOVEMBER, A.D. 1999.

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



Edward J. Freel
Edward J. Freel, Secretary of State

00 SEP 27 PM 12:24
SECRETARY OF STATE
FALLAHAD, FLORIDA

APPROVED
AND
FILED

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AUTHENTICATION: 0688262

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DATE: 09-21-00