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ACCOUNT NO. : 072100000032

REFERENCE : 124580 4804310

AUTHORIZATION : Patricia Pizento

COST LIMIT : \$ 125.00

ORDER DATE : April 23, 2001

ORDER TIME : 4:47 PM

ORDER NO. : 124580-005

CUSTOMER NO: 4804310

CUSTOMER: George Vanarthos, Paralegal
Alston & Bird LLP
90 Park Avenue
14th Floor
New York, NY 10016-1387

FOREIGN FILINGS

TB BUNGALOW ST. AUGUSTINE, LLC

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 24 AM 8:59
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

XXXX QUALIFICATION (TYPE: LL)

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *JB*
42421

APPROVED
AND
FILED
01 APR 24 AM 10:01
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. TB Bungalow St. Augustine, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4162737
(FEI number, if applicable)
4. September 18, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 19, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1071 Avenue of the Americas, 11th Floor
New York, New York 10018
(Street address of principal office)

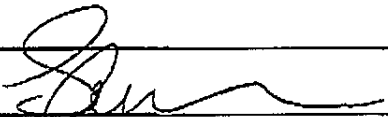
8. If limited liability company is a manager-managed company, check here ☐

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

Tommy Bahama Cafe Emporium, LLC
1071 Avenue of the Americas, 11th Floor
New York, New York 10018

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: Retail sales of clothing
to engage in any lawful activity.


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.)

S. Anthony Margolis, President and Authorized Person

Typed or printed name of signee

APPROVED
AND
FILED
01 APR 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TB Bungalow St. Augustine, LLC


2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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 as provided for in Chapter 608, F.S..


(Signature)

Louise B. Smith-Asst.V.P.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

APPROVED
AND
FILED
01 APR 26 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TB BUNGALOW ST. AUGUSTINE, 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-THIRD DAY OF APRIL, A.D. 2001.

APPROVED
AND
FILED
01 APR 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1094292

3289856 8300

010194442

DATE: 04-23-01