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ROBYN J. SPALTER¹

August 20, 2001

VIA OVERNIGHT MAIL

Office of Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/21/01--01056--002
****125.00 ****125.00

Re: ADOPT-A-BEAR Factory, L.L.C.
Our File No. 2127-14

Gentlemen: 1401-1969

On behalf of our client, ADOPT-A-BEAR Factory, L.L.C., enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, and Certificate of Existence from the Louisiana Secretary of State. I have also enclosed a check made payable to the Florida Department of State in the amount of \$125.00 to cover the cost of filing and designation of registered agent. Please furnish us with a Certificate of Authority to do business in the State of Florida.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

Albert J. Derbes

ALBERT J. DERBES, III

AJDIII/kdn
Enclosures

01 AUG 21 PM 3:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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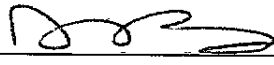
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. ADOPT-A-BEAR FACTORY, L.L.C.
(Name of foreign limited liability company)
2. Louisiana
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 72-1476099
(FEL number, if applicable)
4. 5/26/00
(Date of Organization)
5. 5/26/2040
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not yet begun
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 206 Industrial Avenue C, Station 1, Box 10266
Houma, Lousiana 70363
(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:
Darrell Brewer
206 Industrial Avenue C, Station 1, Box 10266
Houma, Lousiana 70363
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: Operation of retail
stores.



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.)

DARRELL BREWER

Typed or printed name of signee

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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:

ADOPT-A-BEAR FACTORY, L.L.C.

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

C T Corporation System
(Name)

1200 South Pine Island Road

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

Plantation, Florida 33324
FL
(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.

Jennifer J. McBurnett
(Signature)

Jennifer J. McBurnett
Assistant Secretary

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

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CLERK OF STATE
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA

State of Louisiana



Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the Articles of Organization of

ADOPT-A-BEAR FACTORY, L.L.C.

Domiciled at HOUMA, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on May 26, 2000,

I further certify that no Certificate of Dissolution
been issued.

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SECRETARY OF STATE
BATON ROUGE, LOUISIANA

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on.*

August 7, 2001

Jox McKeithen

CLO 34946637K
Secretary of State

