

**M03000003370**

**Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0383

**From:**

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
Account Number : 075350000353  
Phone : (212) 431-5000  
Fax Number : (212) 431-1441

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

**FOREIGN LIMITED LIABILITY COMPANY**

**Resort of Palm Beach, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 03       |
| Estimated Charge      | \$125.00 |

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NO. 47 NO. 4721 a.

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

**IN COMPLIANCE WITH SECTION 605.08, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. Resort of Palm Beach, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FBI Number, if applicable)
4. 3-20-01  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing of this application  
(Date first transacted business in Florida. (See sections 605.081, 605.082, and 607.123, F.S.))
7. 700 South Rosemary Ave., Ste. 202A, West Palm Beach, FL 33401  
(Physical 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:  
FACT Holdings RESORT, LLC  
700 South Rosemary Ave., Ste. 202A, West Palm Beach, FL 33401  
\_\_\_\_\_  
\_\_\_\_\_
10. Attached is a notarial certificate of existence, not 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 own and operate a nightclub, bar and lounge

[Signature]  
Signature of a member or an authorized representative of a member.  
(In accordance with section 605.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
FACT Holdings RESORT, LLC, Frank Cilione, Manager  
Typed or printed name of signer

BlumbergExcelsior Corporate Services, Inc.  
62 White Street  
New York, NY 10013  
212-431- 5000

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 BY 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:

Risort of Palm Beach, LLC

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

Frank Cifione

(Name)

700 S. Rosemary Ave., Ste. 202A

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

West Palm Beach

FL 33401

(City/State/Zip)

Having been named as registered agent and in accept service of process for the above stated limited liability company as 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)

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

BlumbergExcelsior Corporate Services, Inc.  
62 White Street  
New York, NY 10013  
212-431-5000

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# *Delaware*

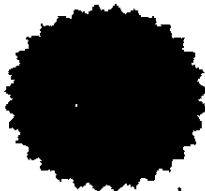
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESORT OF 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 SECOND DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RESORT OF PALM BEACH, LLC" WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2001.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2668699

DATE: 10-02-03