

From:

09/23/2005 10:04 AM P.001/004

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

**FOREIGN LIMITED LIABILITY COMPANY**

**Theory Sawgrass Mills LLC**

Certificate of Status	1
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Estimated Charge	\$160.00

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From:

09/23/2005 16:05 #061 P.002/004

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FILED  
2005 SEP 23 AM 10:53  
DIVISION OF CORPORATIONS  
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. Theory Sawgrass Mills LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. September 16, 2005  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1114 Avenue of the Americas  
New York NY 10036  
(Street Address of Principal Office)

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

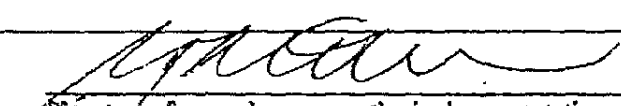
9. The name and usual business addresses of the managing members or managers are as follows:

Theory Retail Holdings LLC 1114 Avenue of the Americas New York NY 10036

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 services

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.404(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Yoram Arieven

Typed or printed name of signer

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From:

09/23/2005 16:05 #061 P.003/004

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**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:

**Theory Sawgrass Mills LLC**

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

**National Corporate Research, Ltd., Inc.**

(Name)

**515 East Park Avenue**

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, Florida Statutes.*

  
(Signature)

\$ 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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From:

09/23/2005 16:06 #061 P.004/004

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*Delaware*

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*The First State*

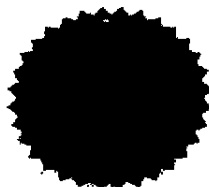
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THEORY SAWGRASS MILLS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THEORY SAWGRASS MILLS LLC" WAS FORMED ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
2005 SEP 23 AM 10:54  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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050782444



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4179535

DATE: 09-23-05

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