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2006 FEB 22 P 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ROTHENBERG ▯ ESTNER  
ORSI ▯ ARONE & GRUMBACH, LLP**

**ATTORNEYS AT LAW**

*Martin I. Estner • Eric P. Rothenberg • James E. Grumbach  
Robert Orsi • Nicholas A. Iannuzzi, Jr. • Robert L. Arone • Gerald J. Turner*

*Maryann Cassidy • Jay C. Deeley*

**OF COUNSEL:** *Theresa Kelly Banash • Frank M. Di Maria*

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jeffrey L. Hoffman, Esq.  
[jhoffman@reoag.com](mailto:jhoffman@reoag.com)  
Facsimile: 781-239-8939

February 17, 2006

**Via Federal Express**

Division of Corporation  
Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

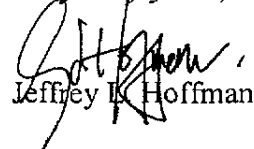
**RE: TLC Americas, LLC**

Dear Sir/Madam:

Please find the enclosed the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with the Certificate of Good Standing from the Secretary of State's Office of the Commonwealth of Massachusetts. Please forward a certified copy and Certificate of Status to my offices at your earliest convenience upon the LLC being authorized and registered to transact business within the State of Florida.

Thank you in advance for your time and attention to these matters.

Very truly yours,

  
Jeffrey L. Hoffman

JLH:dah

Enclosure

cc: Keith Wasserstrom, Esquire  
Walter Osterman

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2006 FEB 22 P 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** TLC Americas, LLC

(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jeffrey L. Hoffman, Esquire

(Name of Person)

Rothenberg, Estner, Orsi, Arone & Grumbach, LLP

(Firm/Company)

99 Derby Street, Suite 200

(Address)

Hingham, Massachusetts 02043

(City/State and Zip Code)

For further information concerning this matter, please call:

Jeffrey L. Hoffman, Esquire

(Name of Person)

at ( 781 ) 556-1033

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

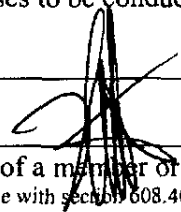
☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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 THE SECRETARY OF STATE  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. TLC Americas, LLC  
(Name of Foreign Limited Liability Company)
2. Massachusetts  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 55-0795261  
(FEI number, if applicable)
4. August 21, 2002  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon the approval of the enclosed authorization to transact business in Florida  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. Florida: 1400 Centrepark Boulevard, Suite 960, West Palm Beach, Florida 33401  
Massachusetts: Eight Faneuil Hall Marketplace, 5th Floor, Boston, Massachusetts 02109  
(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:  
Walter Osterman, Eight Faneuil Hall Marketplace, 5th Floor, Boston, Massachusetts 02109  
\_\_\_\_\_  
\_\_\_\_\_
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: Marketing and sales incentives

  
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.)

Walter Osterman, Manager

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:

TLC Americas, LLC

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

Keith Wasserstrom, Esquire

(Name)

Wachovia Center Penthouse, 1909 Tyler Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Hollywood

FL 33020

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.*

Kurt W.

(Signature)

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



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

**February 16, 2006**

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**TLC AMERICAS LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 21, 2002.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:  
**WALTER OSTERMAN**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **WALTER OSTERMAN**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **WALTER OSTERMAN**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth