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TALLAHASSEE, FLORIDA

ALV



Metaxas Norman & Pidgeon, LLP
900 Cummings Center
Suite 207T
Beverly, MA 01915

T: 978.927.8000
F: 978.922.6464
www.mnplaw.com

Elizabeth A. Perros, Esq.
978.927-8000 ext. 241
eaperrosi@mnplaw.com

November 30, 2006

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

Re: Max Frank, LLC

Dear Sir or Madam:

Enclosed please find the following documents for qualifying the above listed limited liability company in Florida:

1. Cover Letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certification of Designation of Registration Agent/Registered Office; and
4. Certificate of Good Standing and Legal Existence.

Also, enclosed is a check in the amount of \$130.00, made payable to the Secretary of State of Florida and self-addressed postage-paid envelope, for the fees associated with this filing and for sending me a certificate of status.

Please contact me directly with any questions or concerns regarding this filing. Thank you in advance for your courtesy and cooperation.

Very truly yours,

Elizabeth A. Perros

EAP:ljf

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Max Frank, 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:

John F. DeSimone, Esquire
(Name of Person)

Metaxas, Norman & Pidgeon, LLP
(Firm/Company)

900 Cummings Center, Suite 207T
(Address)

Beverly, MA 01915
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

John F. DeSimone, Esquire at (978) 927-8000
(Name of Person) (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

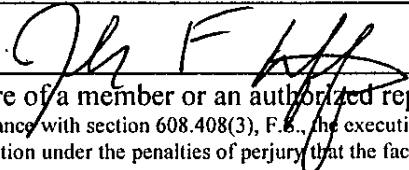
Enclosed is a check for the following amount:

☐ \$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 REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Max Frank, 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. November 13, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. LLC has not yet conducted 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. 305 5th Avenue, Suite 206
Naples, FL 34102
(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:
Louis Kreukels
305 5th Avenue, Suite 206
Naples, FL 34102
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: To conduct any lawful
act or activity under the laws of the State of Florida


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.)

John F. DeSimone, Incorporator
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:

Max Frank, LLC

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

Corporation Service Company	2006 DEC - 8 P 12:47 SECRETARY OF STATE TALLAHASSEE, FLORIDA		
(Name)			
1201 Hays Street			
Florida Street Address (P.O. Box <u>NOT</u> 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.

by: Robert Branch
(Signature)

ROBERT BRANCH, Asst U-P

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAX FRANK, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAX FRANK, LLC" WAS FORMED ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5206229

DATE: 11-17-06