

MO 700000/048

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA



February 15, 2007

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Sovereign Pacific, LLC – Registration of foreign LLC to transact
business in Florida

Dear Sir/Madam:

Enclosed are:

1. Form cover letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Power of Attorney designating Moore & Company, P.A. as lawful attorney-in-fact;
5. Check payable to the Florida Department of State; and
6. Current original Certificate of Good Standing for Sovereign Pacific, LLC from the Marshall Islands.

In order to expedite this process please return the registration documents to us using our federal express account no. 2921 7810 7.

Please do not hesitate to contact me should it be necessary to 786-221-0600, Ext. 254.

Sincerely,

MOORE & COMPANY, P.A.

Tamara M. Carless
Tamara M. Carless
Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOVEREIGN PACIFIC, 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:

Tamara M. Carless, Paralegal
(Name of Person)

Moore & Company, P.A.
(Firm/Company)

355 Alhambra Circle, Suite 1100
(Address)

Coral Gables, Florida 33134
(City/State and Zip Code)

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For further information concerning this matter, please call:

Tamara M. Carless at (786) 221-0600 Ext. 254
(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. SOVEREIGN PACIFIC, LLC
(Name of Foreign Limited Liability Company)
2. MARSHALL ISLANDS
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 98-0501792
(FEI number, if applicable)
4. June 27, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 10616 Rush Street, El Monte, CA 91733
(Street Address of Principal Office)

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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:
- Matthew Sawyer, 10616 Rush Street, El Monte, CA 91733
- _____
- _____

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: Any and all lawful business.

Tamara M. Carless
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.)
Tamara M. Carless, Attorney-in-Fact
Typed or printed name of signee

**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:

Sovereign Pacific, LLC

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

Moore & Company Secretaries, Inc.

(Name)

355 Alhambra Circle, Suite 1100

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

Coral Gables

FL 33134

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.

Tamara H. Carless

(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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TALLAHASSEE, FLORIDA

SOVEREIGN PACIFIC, LLC

POWER OF ATTORNEY

THIS POWER OF ATTORNEY made this 8th day of February, 2007 by **SOVEREIGN PACIFIC, LLC**, (the "Company"), address of which is Marshall Islands Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960:

WITNESSETH as follows:

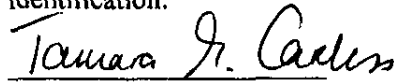
1. The Company hereby irrevocably constitutes and appoints **Moore & Company, P.A. (Michael T. Moore, Erin Ackor, Scott Wagner, Stephen Powell, Gail Wasserman, Tamara M. Carless and Jocelyne Hernandez)** to be its true and lawful attorney-in-fact and in its name, place and stead to do all or any of the following acts, matters and things namely:
 - (a) to register the company as a foreign LLC in the State of Florida;
 - (b) to obtain a Florida Resale Certificate and Number;
 - (c) to agree (in their absolute and unfettered discretion) the form, terms and conditions of and thereafter to sign, seal and deliver or otherwise execute any and all documents whatsoever to which the Company is party in connection with or arising from the foreign LLC formation and Resale Certificate application;
 - (d) complete, sign, date, and submit any other documents necessary on behalf of the Company; and
 - (f) prepare any charter agreements as may be requested on behalf of the Company;
2. To do all other acts and things as the said attorneys or any of them should in his or her absolute and unfettered discretion deem necessary or advisable for the purpose of giving effect to all or any of the transactions hereby contemplated and (without prejudice to the generality of the foregoing) to make sign, execute and do all such deeds instruments, agreements, applications, oaths, affidavits, declarations, confirmations, notices of assignment and otherwise and acknowledgements thereof, letters, certificates, protocols, guarantees, indemnities, undertakings, and any other document whatsoever (whether of a like nature or not) (including any notarial acts) which may be necessary or advisable in connection with the execution, delivery or registration of any of the documents referred to in paragraph (1) of this Power of Attorney or any and all of the other documents hereby authorized to be executed on behalf of the Company as the said attorney or attorneys may in his or her absolute and unfettered discretion think fit and to confer any power of attorney contained in any of the said documents, and the execution, delivery, and registration by the said attorneys or any of them of any of the foregoing shall be conclusive evidence of his or her authority so to do.

3. The Company hereby gives and grants to the said attorneys and each of them full power and authority in the premises, hereby ratifying, allowing and confirming and agreeing to ratify, allow and confirm whatsoever shall be lawfully done in the premises by virtue hereof.
4. This Power of Attorney shall be irrevocable for so long as until all things necessary and required to complete the transactions contemplated herein have been completed in their entirety, but in no event shall this Power of Attorney extend beyond six (6) months from the date of issue by the Company, and shall at all times be conclusive and binding upon the Company and no person or corporation having dealings with the said attorney under this Power of Attorney shall be under any obligation to make any enquiries as to whether or not this Power of Attorney has been revoked and all acts hereunder shall be valid and binding on the Company until expiration as stated above, or express notice of its revocation has been received by the Company.
5. The Company irrevocably and unconditionally undertakes to indemnify each of the said attorneys and their respective estates against all actions, proceedings, claims, costs, expenses and liabilities of every description arising from the exercise of the purported exercise in good faith of any of the powers conferred by this Power of Attorney.

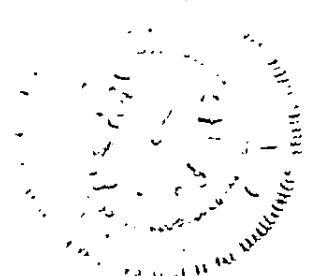
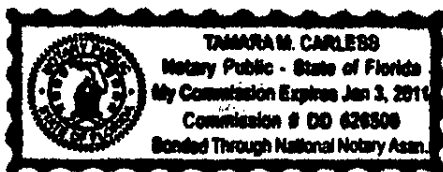
IN WITNESS whereof, this Power of Attorney has been duly executed and delivered on this 9 day of February, 2007.


By: Matthew Sawyer
Its: Manager

Sworn and subscribed this 15th day of February, 2007 by Matthew Sawyer who is personally known to me or produced Driver's License # B9660859 as identification.


Notary Public

Notary Seal



THE REPUBLIC OF THE MARSHALL ISLANDS

REGISTRAR OF CORPORATIONS

CERTIFICATE OF GOODSTANDING

RE: **SOVEREIGN PACIFIC, LLC**
(A Limited Liability Company)

FILED: **June 27, 2006**

THIS IS TO CERTIFY that SOVEREIGN PACIFIC, LLC (A Limited Liability Company) filed a Certificate of Formation on the date shown above with the Registrar of Corporations of The Republic of The Marshall Islands pursuant to the provisions of Section 9 of the Marshall Islands Limited Liability Company Act and that its registration as a Limited Liability Company under the laws of the Republic of The Marshall Islands was effective on that date.

I FURTHER CERTIFY that I have made a diligent examination of the public records maintained by the Registrar of Corporations. This examination indicates that no filing of a Certificate of Cancellation has been made with the Registrar of Corporations.

WITNESS my hand and the official seal of the
Registry on **February 8, 2007**.


Deputy Registrar