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(City/State/Zip/Phone #)

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(Business Entity Name)

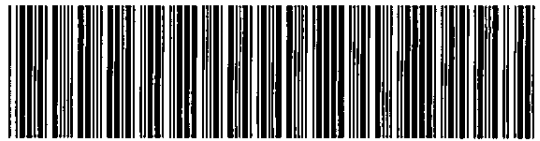
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EXAMINER

MOS-131

WOS-728



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2008

ELIZABETH DODDRIDGE
201 SOUTH BISCAYNE BLVD.
HUGHES, HUBBARD & REED LLP
MIAMI, FL 33131-4332

SUBJECT: LINCOLN CORNER LLC
Ref. Number: W08000000728

We have received your document for LINCOLN CORNER LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

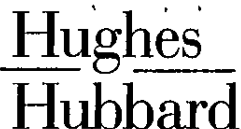
Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 408A00001105



Hughes Hubbard & Reed LLP
201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Fax: 305-371-8759
hugheshubbard.com

January 3, 2008

VIA FEDEX

Florida Dept. of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, FL 32301

**Re: Application by Foreign Limited Liability Company for Authorization to
Transact Business in Florida for Lincoln Corner LLC**

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application") for Lincoln Corner LLC, along with the original certificate of existence from the State of Delaware.

Enclosed is a check in the amount of 130.00, which amount represents your fee for filing the Application, the Registered Agent Fee and Certificate of Status. Please return the filed Application and Certificate of Status to our offices as soon as possible, in the self-addressed FedEx envelope provided herein.

If you have any questions concerning the above request, please call me at (305) 379-7232.

Sincerely,

Elizabeth Doddridge
Paralegal

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LINCOLN CORNER 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:

Claudio Arruda
(Name of Person)

Hughes Hubbard & Reed LLP
(Firm/Company)

201 S. Biscayne Blvd., Suite 2500
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Doddridge at (305) 358-1666
(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. LINCOLN CORNER LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. December 6, 2007
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2008
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 10400 NW 33 STREET STE. 110 MIAMI FL 33172
(Street Address of Principal Office)

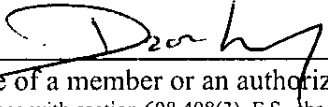
8. If limited liability company is a manager-managed company, check here ☒

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

PANAMA SURF & SPORT, INC. - 10400 NW 33 STREET STE. 110 MIAMI FL 33172

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 lawful purpose.


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.)

Dror Levy, authorized representative of Panama Surf & Sport, Inc.

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:

LINCOLN CORNER LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, Florida 33324

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: Barbara A. Burke
CT Corporation System
(Signature)

Barbara A. Burke
Special Assistant Secretary

\$ 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 "LINCOLN CORNER 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 EIGHTH DAY OF JANUARY, A.D. 2008.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6294649

DATE: 01-08-08