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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

FEB 14 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GOLDCO, 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:

BRENT W. HERRIN
(Name of Person)

COHEN POLLOCK MERLIN & SMALL, P.C.
(Firm/Company)

3350 RIVERWOOD PARKWAY, SUITE 1600
(Address)

ATLANTA, GEORGIA 30339
(City/State and Zip Code)

For further information concerning this matter, please call:

BRENT HERRIN at (770) 858-1288
(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

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TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. **GOLDCO, LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **ALABAMA**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. **80-0143662**

(FEI number, if applicable)

4. **JANUARY 31, 2008**

(Date of Organization)

5. **PERPETUAL**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **JANUARY 31, 2008 -- Conversion from Corporation to LLC**

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **2330 Montgomery Highway**

Dothan, Alabama 36303

(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:

Frank Belatti; Frederick B. Beilstein, III; Frederick B. Beilstein, IV; Allan J. Tanenbaum; & Frank Rackstraw

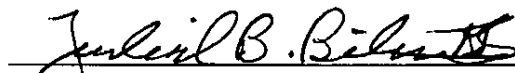
3475 Piedmont Road, Suite 1660

Atlanta, Georgia 30305

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 operate as a single purpose limited

liability company solely for the purpose of operating Burger King Restaurants and to transact business within 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.)

Frederick B. Beilstein, IV

Typed or printed name of signee

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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:

GOLDCO, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

C T CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

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

PLANTATION

FL

33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

Michael Seraphin
(Signature)

Michael Seraphin Asst. Secretary

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

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Goldco, LLC organized in the office of the Judge of Probate of Houston County on January 31, 2008. I further certify that the records do not disclose that said Goldco, LLC has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 8, 2008

Date

Beth Chapman

Beth Chapman

Secretary of State