

M080000003300

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

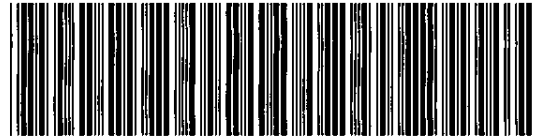
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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07/15/08--01014--006 \*\*155.00

RECEIVED  
08 JUL 15 AM 10:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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08 JUL 15 PM 2:16  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUL 15 2008

EXAMINER



UCC FILING & SEARCH SERVICES, INC.  
1574 Village Square Blvd Ste 100  
Tallahassee, Florida 32309  
(850) 681-6528

**HOLD**  
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July 15, 2008

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

SCPF America LLC

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents, include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**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:*

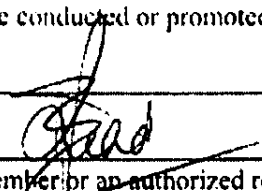
1. SCPF America LLC  
(Name of Foreign Limited Liability Company)
2. Delaware 3. Not Applicable  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/10/2005 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1688 Meridian Avenue, Suite 200, Miami Beach, Florida 33139  
(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:

See Schedule A attached hereto

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: advertising

  
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.)  
Nick Read - Manager

Typed or printed name of signee

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Schedule A to  
Application by Foreign Limited Liability Company for Authorization to  
Transact Business in Florida  
For  
SCPF America LLC

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

Manager Name	Business Address
Nick Read	466 Lexington Avenue, New York, New York 10017
Kevin Farewell	125 Park Avenue, 4 <sup>th</sup> Floor, New York, New York 10017
Thomas O. Neuman	125 Park Avenue, 4 <sup>th</sup> Floor, New York, New York 10017
Ignasi Puig Claret	1688 Meridian Avenue, Suite 200, Miami Beach, Florida 33139
Jordi Barril Folguera	1688 Meridian Avenue, Suite 200, Miami Beach, Florida 33139

**ACCEPTANCE AS REGISTERED AGENT**

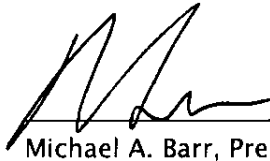
OF

**SCPF AMERICA LLC**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 14, 2008

United Corporate Services, Inc.

  
A handwritten signature in black ink, appearing to read 'Michael A. Barr', is written over a horizontal line.

Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508  
Miami, Florida 33156

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCPF AMERICA 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 ELEVENTH DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCPF AMERICA LLC" WAS FORMED ON THE TENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4059022 8300

080778586



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6722856

DATE: 07-11-08