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2009 MAY 22 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. CLINE

MAY 26 2009

EXAMINER

CITY, HAYES & DISSETTE, P.C.
ATTORNEYS AT LAW

FIFTY CONGRESS STREET
BOSTON, MASSACHUSETTS 02109
617 / 523-3050
FACSIMILE: 617 / 523-5612
E-MAIL: CITY-HAYES@CITY-HAYES.COM

May 21, 2009

VIA OVERNIGHT DELIVERY

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

Re: Aphrodite, LLC/Aphrodite of Massachusetts LLC
Application by Foreign Limited Liability Company for Authorization
Transact Business in Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dear Sir/Madam:

Enclosed for filing with your Division, please find the following documents with respect to the Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida on behalf of the Massachusetts LLC known as Aphrodite, LLC:

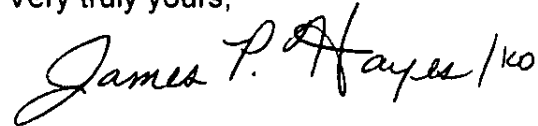
1. Cover Letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Aphrodite, LLC is a single member LLC established in the Commonwealth of Massachusetts having as its Manager, Timothy Long;
3. Written Consent to Adopt Alternative Name for Use in the State of Florida – Aphrodite of Massachusetts LLC;
4. Certificate of Designation of Registered Agent/Registered Office;
5. Original Certificate from the Secretary of State of the Commonwealth of Massachusetts dated February 27, 2009 (within 90 days of the date of this filing) certifying as to the legal existence and good standing of Aphrodite, LLC; and
6. My office check payable to the Florida Department of State in the amount of \$160.00 as the filing fee for the Application for Authorization

Registration Section
Division of Corporations
May 21, 2009
Page 2

to Transact Business in Florida, Designation of Registered Agent,
certified copy and Certificate of Status.

Would you please forward to the undersigned the certified copy and
Certificate of Status. If you have any questions with respect to the above, please do
not hesitate to contact the undersigned at this office at your convenience.

Very truly yours,


James P. Hayes

JPH/kd
Enclosures

S:\JPH\Corresp\FL Sec of State 0521.doc

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Aphrodite, 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:

Timothy Long
Name of Person

Aphrodite, LLC
Firm/Company

901 East Broadway
Address

South Boston, MA 02127
City/State and Zip Code

tsl901@aol.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James P. Hayes at (617) 523-3050
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
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

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Aphrodite, LLC,
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Massachusetts,
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the

following name to transact business in the state of Florida:

Aphrodite of Massachusetts LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability
Company, L.L.C., or LLC.)

Date: May 21, 2009

Signature(s) of Manager(s) and/or Managing Member(s):

TIMOTHY LONG

[Signature]

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TALLAHASSEE FLORIDA

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

Aphrodite of Massachusetts 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. Massachusetts 3. 20-0980894
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 23, 2004 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Under contract to purchase real estate on or about June 22, 2009
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 901 East Broadway, South Boston, MA 02127

(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:

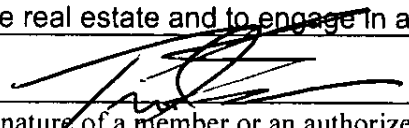
Timothy Long

901 East Broadway

South Boston, MA 02127

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: develop, own and
manage real estate and to engage in all activities related thereto


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.)

Timothy Long

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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:

Aphrodite, LLC

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

Aphrodite of Massachusetts LLC

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

Harry L. Harper, Esq. - Harper Law Offices

(Name)

1138 Jenks Avenue

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

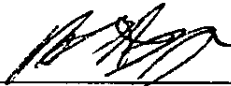
Panama City, FL 32402

City/State/Zip

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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.



(Signature)

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



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

February 27, 2009

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

APHRODITE LLC

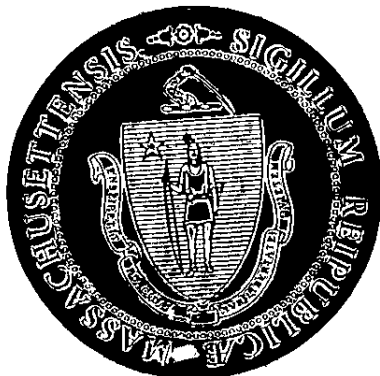
in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 23, 2004**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
TIMOTHY LONG

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **TIMOTHY LONG**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **TIMOTHY LONG**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth