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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLP
Account Number : I200000000025
Phone : (407) 481-5800
Fax Number : (407) 481-5801

L. SELLERS

JUL 16 2009

EXAMINER

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CONCH HOUSE OCEAN WATERS LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$160.00 |

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CONCH HOUSE OCEAN WATERS 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:

GINA L. BINKLEY

Name of Person

LATHAM, SHUKER, EDEN & BEAUDINE, LLP

Firm/Company

390 N. ORANGE AVENUE, SUITE 600

Address

ORLANDO, FL 32801

City/State and Zip Code

Gbinkley@lseblaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GINA L. BINKLEY

Name of Person

at (407)

481-5847

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

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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. CONCH HOUSE OCEAN WATERS 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. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JULY 6, 2009 5. PERPETUAL
(Date of Organization) (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. C/O OCEAN WATERS MANAGEMENT CO., LLC,
501 NORTH ATLANTIC AVENUE, DAYTONA BEACH, FL 32118
(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:

1) Soneet Kapila, Kapila & Company, 1000 S. Federal Highway, Ste 200, Ft. Lauderdale, FL

2) Peter Jaques, c/o Arbor Commercial Mortgage, 333 Earle Ovington Blvd., Uniondale, NY

See attached Addendum for remaining three (3) Directors/Managers

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.

Soneet Kapila
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.)

SONEET R. KAPILA
Typed or printed name of signee

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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:

CONCH HOUSE OCEAN WATERS LLC

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

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

CORPORATION SERVICE COMPANY

(Name)


1201 HAYS STREET

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

TALLAHASSEE, FL 32301-2607

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.



Sue G. Knight
as its agent

| | |
|-----------|----------------------------------|
| \$ 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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**ADDENDUM TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

1. Julia A. McCullough, c/o Corporation Service Company, 2711 Centerville Rd., Ste. 400, Wilmington, DE 19808.
2. Michelle A. Dreyer, c/o Corporation Service Company, 2711 Centerville Rd., Ste. 400, Wilmington, DE 19808.
3. Joseph E. Gillis, CPA, c/o Kapila & Company, 1000 South Federal Highway, Suite 200, Ft. Lauderdale, FL 33316

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TALLAHASSEE FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONCH HOUSE OCEAN WATERS 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 JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONCH HOUSE OCEAN WATERS LLC" WAS FORMED ON THE SIXTH DAY OF JULY, A.D. 2009.

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

4706414 8300

090681811

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7406428

DATE: 07-08-09

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TOTAL P.06