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EXAMINER

SPENCER FANE

BRITT & BROWNE LLP

ATTORNEYS & COUNSELORS AT LAW

LORI ANN ARNOLD
PARALEGAL
DIRECT DIAL: (816) 292-8243
larnold@spencerfane.com

File No. 5014011.1

September 2, 2009

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

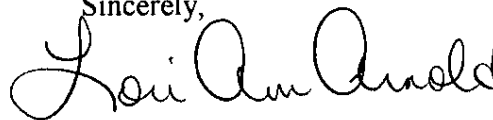
Re: Pendulum Studio, LLC

Dear Clerk:

Enclosed please find for filing the cover letter, Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, and Missouri Certificate of Good Standing for filing. I have also enclosed our firm filing fee check in the amount of \$155.00. Please process the enclosed documents at your earliest convenience and return a certified copy of the file-stamped documents to me in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Lori Ann Arnold, Paralegal

LAA/em
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pendulum Studio, 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:

Lori Ann Arnold, Paralegal
Name of Person

Spencer Fane Britt & Browne LLP
Firm/Company

1000 Walnut Street, Suite 1400
Address

Kansas City, MO 64106
City/State and Zip Code

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

For further information concerning this matter, please call:

Eric J. Steinle, Esq. at (816) 474-8100
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

**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. Pendulum Studio, 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. Missouri 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 18, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 1617 Main Street, 3rd Floor, Kansas City, MO 64108

(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:

Jonathan O'Neil Cole, 1617 Main Street, 3rd Floor, Kansas City, MO 64108

Devan Case, 1617 Main Street, 3rd Floor, Kansas City, MO 64108

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 act or activity for
which a limited liability company may be formed under the Florida Limited Liability Company Act.

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.)

Jonathan O'Neil Cole

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:

Pendulum Studio, 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:

Capitol Corporate Services, Inc.

(Name)

155 Office Plaza Dr., Ste A

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

Tallahassee FL 32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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.

Delanie Case

Delanie Case, asst. sec.
(Signature)

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

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

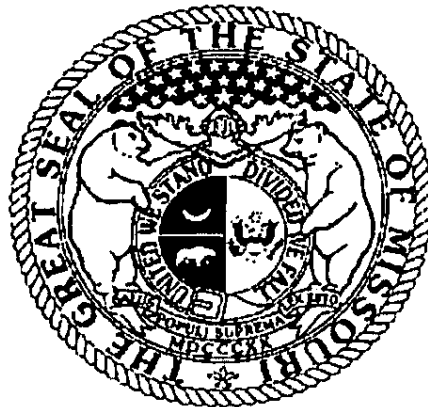
**PENDULUM STUDIO, LLC
LC0817627**

was created under the laws of this State on the 18th day of May, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of August, 2009

Robin Carnahan

Secretary of State



Certification Number: 12045448-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>