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B. KOHR

MAR 25 2010

EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 23 PM 2:07

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GRG USA LLC  
Name of Limited Liability Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 23 PM 4:07

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:

CHRISTIAN ROY  
Name of Person

c/o Groupe Dynamite Inc.  
Firm/Company

5592 Ferrier Street  
Address

Town of Mount-Royal  
City/State and Zip Code

croy@dynamite.ca  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christian Roy at ( 514 ) 733-3962 x723  
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. GRG USA 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. DE 3. 98-0524008  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/13/2006 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. GRG USA LLC. did not transact business yet in Florida as of the date of this application  
(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 Groupe Dynamite Inc.  
5592 Ferrier Street Town of Mount-Royal Quebec H4P1M2 CANADA  
(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:

GRG USA Holdings Inc.

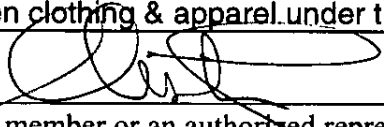
c/o Groupe Dynamite Inc. 5592 Ferrier Street Town of Mount-Royal

Quebec H4P1M2 CANADA

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: \_\_\_\_\_

Retail sale of women clothing & apparel under the banner "GARAGE"

  
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.)

CHRISTIAN ROY

Typed or printed name of signee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 23 PM 2:01

**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:

GRG USA 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:

The Corporation Trust Company

(Name)

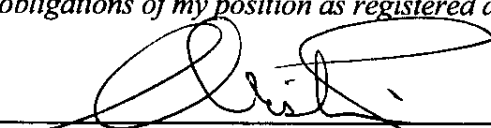
1200 South Pine Island Road

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

Plantation, FL 33324

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.*

  
\_\_\_\_\_  
(Signature)

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

# Delaware

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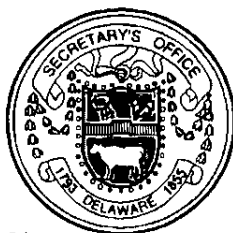
## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRG USA 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 EIGHTEENTH DAY OF MARCH, A.D. 2010.

4233918 8300

100289218

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7877580

DATE: 03-18-10

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:09 PM 10/13/2006  
FILED 03:02 PM 10/13/2006  
SRV 060942890 - 4233918 FILE


**CERTIFICATE OF FORMATION**

**OF**

**GRG USA LLC**

1. The name of the limited liability company is GRG USA LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of GRG USA LLC this 12<sup>th</sup> day of October, 2006.

  
Akua A. Bosteng  
Authorized Person



The Official Website for the First State



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## VALIDATE A CERTIFICATE

Effective July 1, 2006, all certificates from the Delaware Division of Corporations database will no longer be generated on preprinted forms with blue ink. The Delaware Division of Corporations will be printing all certificates in black ink on standard white paper inclusive of the Secretary's seal and signature.

The Delaware Division of Corporations now has online validation and verification for certificates that have been generated by our office on business entities. You will need your entity file number and your authentication number from the certificate for validation. You can only validate a certificate for 1 year of the date that it was issued. [CLICK HERE](#) to view where this information is located on your certificate.

[CLICK HERE](#) to validate your certificate.

Please note that this validation process does not apply to UCC filings or searches that have been generated by the Delaware Division of Corporations and can only be utilized for certificates issued on Delaware business entities.



Last Updated: Wednesday, 16-Sep-2009 10:58:28 EDT



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<b>File Number:</b>	<b>4233918</b>	<b>Incorporation Date / Formation Date:</b>	<b>10/13/2006</b> (mm/dd/yyyy)
<b>Entity Name:</b>	<b>GRG USA LLC</b>		
<b>Entity Kind:</b>	<b>LIMITED LIABILITY COMPANY (LLC)</b>	<b>Entity Type:</b>	<b>GENERAL</b>
<b>Residency:</b>	<b>DOMESTIC</b>	<b>State:</b>	<b>DE</b>
<b>Status:</b>	<b>GOOD STANDING</b>	<b>Status Date:</b>	<b>06/01/2007</b>

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[Certifications, Apostilles & Authentication of Documents](#)**REGISTERED AGENT INFORMATION**

<b>Name:</b>	<b>THE CORPORATION TRUST COMPANY</b>		
<b>Address:</b>	<b>CORPORATION TRUST CENTER 1209 ORANGE STREET</b>		
<b>City:</b>	<b>WILMINGTON</b>	<b>County:</b>	<b>NEW CASTLE</b>
<b>State:</b>	<b>DE</b>	<b>Postal Code:</b>	<b>19801</b>
<b>Phone:</b>	<b>(302)658-7581</b>		

Additional Information is available for a fee of \$20.00. This information will include current franchise tax assessment, current filing history and more..

Would you like ☐ Tax & History Information

To contact a Delaware Online Agent [click here](#).