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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

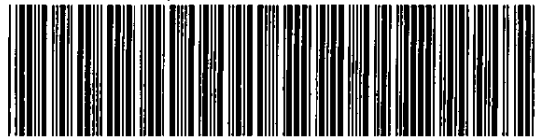
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TALLAHASSEE, FLORIDA

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T. CLINE

MAY 24 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 7, 2009

NANCY NARDELLA
C/O MORRISON COHEN LLP
909 THIRD AVENUE, 27TH FLOOR
NEW YORK, NY 10022

SUBJECT: CUCINELLI RETAIL BAL HARBOUR, LLC
Ref. Number: W09000035932

We have received your document for CUCINELLI RETAIL BAL HARBOUR, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 709A00027103

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CUCINELLI RETAIL BAL HARBOUR, LLC

7 Sutton Place, Brewster NY 10509
TELE: (845) 363-6273 FAX: (845) 363-6274

MEMO

To: Tammy Cline

From: Michelle Gioffre

Company: Florida Dept of State

Pages:

Fax:

Date: 5/20/10

Re W0900035932

CC:

☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

• Comments:

Hi Tammy -

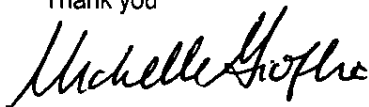
In the process of trying to register our company with the Florida dept of Revenue it came to our attention that we never received a Foreign limited liability registration number.

I contacted your office and they were kind enough to look up the company and advised me that last year the application was returned because one page was not signed. I now have the page signed, a complete application and a new certificate of good standing. I am enclosing all of that in the package.

If you would be so kind as to re-open this file and issue us a Florida Registration number then I can complete the pending application with the Dept of Revenue. It is a bit time sensitive as we are opening the store in the Bal Harbour shops within the next 15 days and need to have this all in place.

Your attention to this matter is very much appreciated.

Thank you



Michelle Gioffre, CPA
Asst. Controller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cucinelli Retail Bal Harbour, 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:

Nancy S. Nardella, Esq.
(Name of Person)

c/o Morrison Cohen LLP
(Firm/Company)

909 Third Avenue, 27th Floor
(Address)

New York, NY 10022
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Nancy S. Nardella, Esq. at (212) 735-8829
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
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. Cucinelli Retail Bal Harbour, LLC

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

n/a

(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. New York

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 05/22/2009

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification

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

7. 301 Fields Lane, Brewster, NY 10509

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

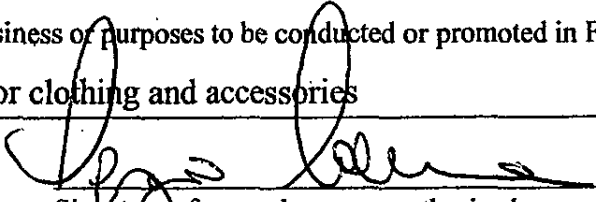
9. The name and usual business addresses of the managing members or managers are as follows:

Ignazio Caronna, 29 West 57th Street, 4th floor, New York, New York 10019

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 store for clothing and accessories


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.)

Ignazio Caronna

Typed or printed name of signee

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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:

Cucinelli Retail Bal Harbour,, LLC

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

n/a

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

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.

Corporation Service Company

BY: 

(Signature)

\$ 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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TALLAHASSEE, FLORIDA

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State of New York
Department of State } ss:

I hereby certify, that CUCINELLI RETAIL BAL HARBOUR, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 05/22/2009, and that the Limited Liability Company is existing so far as shown by the records of the Department.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 17th day of May two
thousand and ten.*

201005180218 88

