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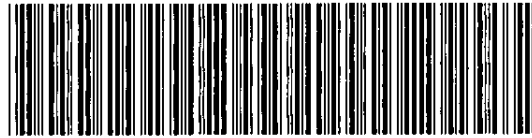
(Business Entity Name)

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DATE: 06-21-10

NAME: WATERPROOF HOLDINGS LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: CK FOR \$130 ATTACHED

RETURN: CERTIFICATE OF GOOD STANDING

ACCOUNT: ~~ECA000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WATERPROOF HOLDINGS, 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:

Betsy Courant
Name of Person

Hunt & Gross, PA
Firm/Company

185 NW Spanish River Blvd., Suite 220
Address

Boca Raton, FL 33431
City/State and Zip Code

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

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For further information concerning this matter, please call:

Betsy Courant at (561) 997-9223
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. WATERPROOF HOLDINGS, 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. Wyoming 3. 27-2446219
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 7, 2008 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. 2930 NE 23rd Place, Pompano Beach, FL 33062
(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 M. Graboski, 2930 NE 23rd Place, Pompano Beach, FL 33062

Michelle Graboski, 2930 NE 23rd Place, Pompano Beach, FL 33062

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: to engage in any
activity or business permitted under the laws of the United States or of the State of Florida


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 M. Graboski
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:

Waterproof Holdings, 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:

HCRM Corp.

(Name)

185 NW Spanish River Blvd., Suite 220

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

Boca Raton, FL 33431

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)

State of Wyoming

Office of the Secretary of State



United States of America,
State of Wyoming } ss.

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

WATERPROOF HOLDINGS, LLC
is a
Limited Liability Company

formed or qualified under the laws of Wyoming did on **January 7, 2008**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2008-000548644**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 8th day of June, 2010 at 10:09 AM.



Max Maxfield
Secretary of State

By *Rosalie Gonzales*