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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

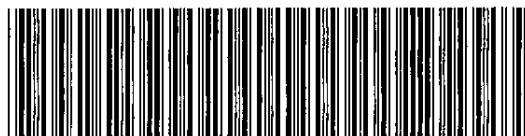
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

JUL - 9 2010

EXAMINER

RECEIVED
10 JUL - 9 PM 3:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 441647 4371512
AUTHORIZATION :
COST LIMIT : \$ 125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL -9 PM 3:32

ORDER DATE : July 8, 2010
ORDER TIME : 10:0 AM
ORDER NO. : 441647-010
CUSTOMER NO: 4371512

FOREIGN FILINGS

NAME: THE PARADIES SHOPS, LLC

FILE 2nd

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: _____

**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. The Paradies Shops, LLC

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

The Paradies Shops (GA), 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. Georgia

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

3. 58-0839094

(FEI number, if applicable)

4. April 5, 2010

(Date of Organization)

5. Perpetual

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

6. April 5, 2010

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

7. 5950 Fulton Industrial Blvd SW

Atlanta GA 30336

(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:

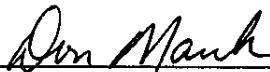
Gregg S. Paradies, 5950 Fulton Industrial Blvd SW, Atlanta GA 30336

Lou Bottino, 5950 Fulton Industrial Blvd SW, Atlanta GA 30336

Don Marek, 5950 Fulton Industrial Blvd SW, Atlanta GA 30336

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: Airport Retail



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.)

Don Marek

Typed or printed name of signee

10 JUL -9 PM 3:32
DIVISION OF CORPORATIONS
FLORIDA SECRETARY OF STATE

**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:

The Paradies Shops, LLC

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

The Paradies Shops (GA), LLC

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)

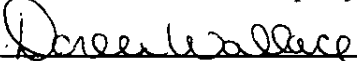
Tallahassee

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)

Doreen Wallace
Asst. V. Pres.

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

**ACTION TAKEN BY WRITTEN CONSENT
OF THE MANAGERS
OF
THE PARADIES SHOPS, LLC**

July 6, 2010

Pursuant to applicable law, the undersigned, being all of the managers (the "Managers") of The Paradies Shops, LLC (the "Company"), a limited liability company organized under the laws of the State of Georgia, by execution hereof do hereby (i) unanimously consent to, adopt and ratify the following resolutions as of the date first above-written, which resolutions shall have the same force and effect as if adopted as of such date by unanimous affirmative vote at a meeting of the managers of the Company duly called and held, (ii) waive all requirements of notice and (iii) direct that this consent be filed with the minutes of the proceedings of the Company:

WHEREAS, pursuant to a Certificate of Election to Become a Limited Liability Company filed on April 5, 2010 by The Paradies Shops, Inc. with the Secretary of State of Georgia, the Company changed its legal status from a corporation to a limited liability company, resulting in the change in the name of the Company from "The Paradies Shops, Inc." to "The Paradies Shops, LLC";

WHEREAS, the Company has a Certificate of Authority to do business in the State of Florida (the "Certificate");

WHEREAS, in order for the Certificate to properly reflect the changed name and legal entity status of the Company, the Managers have determined that is in the best interest of the Company to file a new Application for Authority (the "Application") in the State of Florida;

WHEREAS, in preparing the Application for filing, the Company found that it would be necessary for the Company to adopt a fictitious name and has agreed to adopt and use the fictitious name "The Paradies Shops (GA), LLC" in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that, in order for the Certificate to properly reflect the amended name and legal status of the Company, the Company is hereby directed and authorized to enter into the Application; and

RESOLVED FURTHER, that the Company adopts the name "The Paradies Shops (GA), LLC", under which it shall operate in Florida because its corporate name is not available for use in Florida and that the Secretary of the Company is hereby authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of State of Florida for filing;

RESOLVED FURTHER, that Don Marek, as Senior Vice President, Chief Financial Officer and Secretary of the Company, is hereby authorized to execute in the name and on behalf of the Company and under its seal or otherwise, any and all documents, agreements or instruments as may be necessary, proper or advisable or as may be required, including the above mentioned Application and to take all such other actions as they may deem necessary, proper or advisable to carry out the intent and effect the purposes contemplated by the foregoing resolutions.

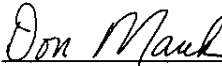
IN WITNESS WHEREOF, the undersigned have executed this Written Consent in Lieu of a Meeting on July 6, 2010.



Gregg S. Paradies



Lou Bottino



Don Marek

Control No. 10027644

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

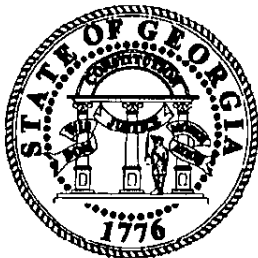
THE PARADIES SHOPS, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 04/05/2010 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and
the State of Georgia on 8th day of July, 2010

B. P. Kemp

Brian P. Kemp
Secretary of State