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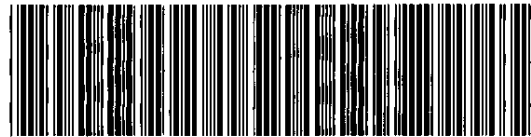
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 AUG 11 AM 11:07

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COVER LETTER

ORIGINAL

TO: Registration Section
Division of Corporations

SUBJECT: Vintage Capital Management, 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:

J. Eric Van Atta

Name of Person

Sims Moss Kline & Davis LLP

Firm/Company

Three Ravinia Drive, Suite 1700

Address

Atlanta, Georgia 30346

City/State and Zip Code

jevanatta@smkdllaw.com

E-mail address: (to be used for future annual report notification)

2010 AUG 11 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

J. Eric Van Atta

Name of Person

at (770)

481-7232

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. Vintage Capital Management, 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. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 03/29/2010 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. July 9, 2010
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5506 Worsham Court, Windemere, Florida 34786
(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:

Brian R. Kahn, 5506 Worsham Court, Windemere, Florida 34786

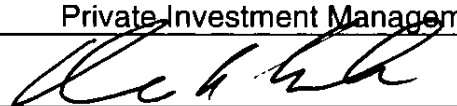
Andrew M. Laurence, 5506 Worsham Court, Windemere, Florida 34786

Jeremy R. Nowak, 5506 Worsham Court, Windemere, Florida 34786

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: _____

Private Investment Management


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.)

Brian R. Kahn

Typed or printed name of signee

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2010 AUG 11 AM 11:07
TALLAHASSEE, 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:

Vintage Capital Management, 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:

Brian R. Kahn

(Name)

5506 Worsham Court

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


Windemere, FL 34786

City/State/Zip

2010 AUG 11 AM 11:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

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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

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VINTAGE CAPITAL MANAGEMENT, 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 NINTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VINTAGE CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4805200 8300

100812722

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8160785

DATE: 08-09-10

ATTORNEYS AT LAW
SIMS MOSS KLINE & DAVIS LLP
A Limited Liability Partnership

J. ERIC VAN ATTA
Paralegal Specialist, Corporate &
Securities
(770) 481-7232
Email: jevanatta@smkdllaw.com

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Three Ravinia Drive
ATLANTA, GEORGIA 30346

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FAX: (770) 481-7210

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New York, New York 10005
(212) 709-8255
FAX: (212) 422-0537

129 Third Street
Mineola, New York 11501
(516) 739-9009
FAX: (516) 739-9011

August 10, 2010

VIA FEDERAL EXPRESS

Division of Corporations
Attn: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Foreign Limited Liability Company Qualification
Vintage Capital Management, LLC

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of each of the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Original State of Delaware Good Standing Certificate for Vintage Capital Management, LLC

Also enclosed is a check in the amount of \$125 for filing fees. Please file-stamp the copy and return to me in the enclosed self-addressed stamped envelope.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention. Please contact me should you have any questions and/or need additional information.

Sincerely yours,



J. Eric Van Atta

JEV
Enclosures