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Florida Department of State
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L. SELLERS

DEC 29 2010

From:

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EXAMINER

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Foreign Limited Liability Company
Brand Management & Promotions, LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
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TALLAHASSEE, FLORIDA

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**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. Brand Management & Promotions, 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

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

3. 27-4373890

(FEI number, if applicable)

4. 12/22/2010

(Date of Organization)

5. Perpetual

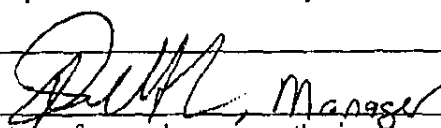
(Duration: Year limited liability company will cease to exist or "perpetual")

6. 12/28/2010(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)**7. 2960 NW Boca Raton Blvd., #1****Boca Raton, FL 33431**

(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:****F. T. DeHon, Jr., 5606 PGA Blvd., Suite 211, Palm Beach Gardens, FL 33418****Mitchell Steinberg, 2960 NW Boca Raton Blvd., #1, Boca Raton, FL 33431**

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: management and
promotion services**
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

F. T. DeHon, Jr.

Typed or printed name of signee

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FLORIDA
DEPARTMENT OF STATE

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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:

Brand Management & Promotions, 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:

Frederic T. DeHon, Jr., P.A.

(Name)

5606 PGA Blvd Ste 211

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

Palm Bch Gardens

FL 33418

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.

Frederic T. DeHon, Jr., P.A.

[Signature]

(Signature)

F.T. DeHon, Jr., President

\$ 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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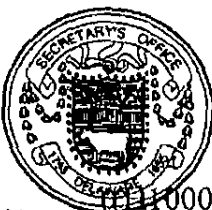
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Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BRAND MANAGEMENT & PROMOTIONS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010, AT 10:51 O'CLOCK A.M.



4917847 8100

101221532

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


AUTHENTICATION: 8449999

DATE: 12-22-10

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:51 AM 12/22/2010
FILED 10:51 AM 12/22/2010
SRV 101221532 - 4917847 FILE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is Brand Management & Promotions, LLC

Second: The address of its registered office in the State of Delaware is 3411 Silverside Rd, Suite 104 in the City of Wilmington.
Zip code 19810. The name of its Registered agent at such address is Worldwide Incorporators, Ltd.

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____.")

Fourth: (Insert any other matters the members determine to include herein.)

The mailing address of the company shall be C/o Frederic T. DeHon, Jr., 5606 PGA Blvd., Suite 211, Palm Beach Gardens, FL 33418. *

In Witness Whereof, the undersigned have executed this Certificate of Formation this
21st day of December, 2010.

By: 
Authorized Person (s)

Name: Frederic T DeHon

* The company shall be manager managed and the initial managers and their
and their respective addresses are:

Frederic T. DeHon, Jr., 5606 PGA Blvd., Suite 211, Palm Beach Gardens, FL 33418.
Mitchell Steinberg, 5302 Sapphire Valley, Boca Raton, FL 33486

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