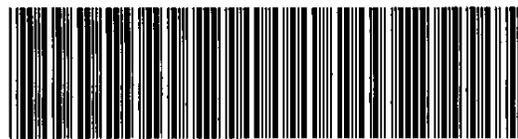


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11/19/10--01018--016 *\$125.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS

JAN -4 2011

EXAMINER

~~W. J. [unclear]~~

Office Use Only

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11 JAN -7 PM 4:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Longfellow 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:

Jennifer E. Okular
Name of Person

Nelson & Nelson, P.A.
Firm/Company

2775 Sunny Isles Blvd., #118
Address

North Miami Beach, FL 33160
City/State and Zip Code

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

For further information concerning this matter, please call:

Jennifer E. Okular at (305) 932-2000
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

LAW OFFICES OF
NELSON & NELSON, P.A.

2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160

info@estatetaxlawyers.com
www.esratetaxlawyers.com

Telephone: 305.932.2000
TeleFax: 305.932.6585

Barry A. Nelson
Fellow, American College of
Trust and Estate Counsel
Master of Laws in Taxation
Board Certified Taxation &
Wills, Trusts & Estates

Judith S. Nelson
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Fellow, American College of
Trust and Estate Counsel
Master of Laws in Taxation
Board Certified Taxation

Jennifer D. Sharpe
Master of Laws in Taxation

November 30, 2010

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Florida Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

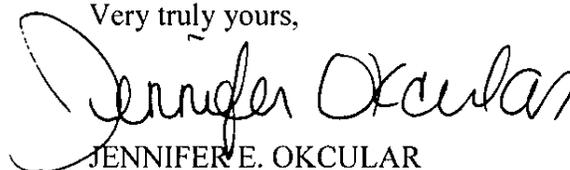
**RE: Longfellow Holdings, LLC and Longfellow Holdings, LLLP
Your Reference Number: W10000054715**

To Whom It May Concern:

We received your letter dated November 22, 2010 regarding our filing of Longfellow Holdings, LLC, your reference number W10000054715. Please note that the principals of Longfellow Holdings, LLC (the "LLC") and Longfellow Holdings, LLLP (Document Number A09000000965) (the "LLLP") are the same, Jodi G. Tartell and Paul B. Tartell, individually and as Trustees, both residing at 640 North Island Drive, Golden Beach, Florida 33160. Upon approval of the Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida, the Partners of the LLLP wish to Amend the Certificate of Limited Partnership to remove certain General Partners and appoint the LLC as a General Partner of the LLLP. The Certificate of Amendment to Certificate of Limited Partnership along with a check in the amount of \$52.50 is also attached for your review and filing.

Should you have any questions, please feel free to contact me.

Very truly yours,



JENNIFER E. OKULAR
For the Firm

Enclosures (as stated)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2010

JENNIFER E. OKCULAR
NELSON & NELSON PA
2775 SUNNY ISLES BLVD., #118
NORTH MIAMI BEACH, FL 33160

SUBJECT: LONGFELLOW HOLDINGS, LLC
Ref. Number: W10000054715

We have received your document for LONGFELLOW HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 010A00028171



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 22, 2010

JENNIFER E. OKULAR
NELSON & NELSON PA
2775 SUNNY ISLES BLVD., #118
NORTH MIAMI BEACH, FL 33160

SUBJECT: LONGFELLOW HOLDINGS, LLC
Ref. Number: W10000054715

We have received your document for LONGFELLOW HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 810A00027391

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Longfellow Holdings, LLC

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

Longfellow Holdings, GP, 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. 27-3773651

(FEI number, if applicable)

4. 10/21/10

(Date of Organization)

5. perpetual

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

6. _____

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

7. 640 N. Island Drive

Golden Beach, FL 33160

(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:

Jodi Tartell, 640 N. Island Drive, Golden Beach, FL 33160

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11 JAN -7 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Investments

Jodi Tartell
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.)

Jodi Tartell

Typed or printed name of signee

**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:

Longfellow Holdings, LLC

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

Longfellow Holdings, GP, LLC

2. The name and the Florida street address of the registered agent and office are:

Jodi Tartell

(Name)

640 N. Island Drive

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

Golden Beach

FL 33160

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)

WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing Members of Longfellow Holdings, LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of Delaware
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

Longfellow Holdings, GP, LLC
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: 12/22/10

Signature(s) of Manager(s) and/or Managing Member(s):

John Tarter

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LONGFELLOW HOLDINGS, 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 2010.

4887632 8300

101015334

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8305335

DATE: 10-22-10