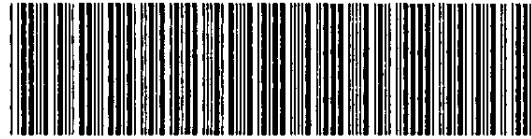


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02/09/11--01030--024 **130.00

(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:

Office Use Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
FEB 21 2011
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2011

LEONID CHERNOY / DG ZEPHYRHILLS LLC
275 COLERIDGE STREET
BROOKLYN, NY 11235

SUBJECT: DG ZEPHYRHILLS LLC
Ref. Number: W11000008111

We have received your document for DG ZEPHYRHILLS LLC and your check(s) totaling \$130.00. 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."

The document number of the name conflict is L10000053695 (PLEASE NOTE, JUST ADDING FLORIDA TO YOUR NAME IS NOT DIFFERENT ENOUGH.).

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 311A00003507

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DG ZEPHYRHILLS 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:

LEONID CHERNOY
Name of Person

DG ZEPHYRHILLS LLC
Firm/Company

275 COLERIDGE STREET
Address

BROOKLYN, NY 11235
City/State and Zip Code

LCHERNOY@CHERNOYCAPITAL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LEONID CHERNOY at (718) 407-0935
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT
OF THE MANAGER
OF
DG ZEPHYRHILLS LLC**

The undersigned, being the manager (the "Manager") of DG ZEPHYRHILLS LLC, a Wyoming limited liability company (the "Company"), pursuant to the Wyoming Limited Liability Company Act, does hereby consent that, when the Manager has executed this written consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted by the Company, to the same extent as if such resolutions had been adopted at a meeting of the Member of the Company duly called for such purpose.

WHEREAS, the Company has plans to do business in the State of Florida;

WHEREAS, the Company has plans to purchase and lease real property in the State of Florida;

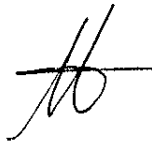
NOW, THEREFORE, it is hereby

RESOLVED, that the Company for the purpose of doing business in the State of Florida, adopts the alternate name DG ZEPHYRHILLS SR 54, LLC.;

FURTHER RESOLVED, that the Manager, must file an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;

IN WITNESS WHEREOF, the undersigned, being the Manager of the Company, have executed this Consent as of 14th day of February, 2011.

MANAGER:



LEONID CHERNOY

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. DG ZEPHYRHILLS LLC

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

DG ZEPHYRHILLS SR 54, 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

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

3. _____

(FEI number, if applicable)

4. 02-02-2011

(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. 275 COLERIDGE STREET

BROOKLYN, NY 11235

(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:

LEONID CHERNOY 275 COLERIDGE STREET, BROOKLYN, NY 11235 - MANAGER

ADELLA CHERNOY 275 COLERIDGE STREET, BROOKLYN, NY 11235 - MEMBER

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: PURCHASE AND LEASING OF COMMERCIAL REAL ESTATE PROPERTY

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.)

LEONID CHERNOY

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

DG ZEPHYRHILLS LLC

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

DG ZEPHYRHILLS SR 54, LLC.

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

3003-2410 LLC

(Name)

1800S OCEAN DRIVE, UNIT 3003

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

HALLANDALE BEACH FL 33009

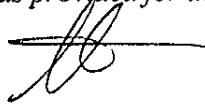
City/State/Zip

SECRETARY 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)

STATE OF WYOMING
Office of the Secretary of State

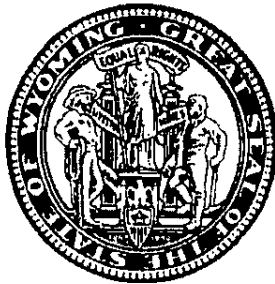
I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

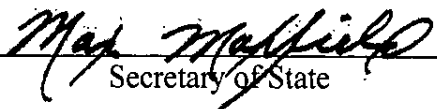
DG Zephyrhills LLC
is a
Limited Liability Company

formed or qualified under the laws of Wyoming did on **February 2, 2011**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2011-000596395**.

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 2nd day of February, 2011 at 4:02 PM. This certificate is assigned 009253630.




Secretary of State

**STATE OF WYOMING * SECRETARY OF STATE
MAX MAXFIELD
BUSINESS DIVISION**

200 West 24th Street, Cheyenne, WY 82002-0200

Phone 307-777-7311 · Fax 307-777-5339

Website: <http://soswy.state.wy.us> · Email: business@state.wy.us

Certificate of Good Standing Validation

February 2, 2011

Certificate number 009253630 is a valid number for a certificate of good standing issued by the Wyoming Secretary of State's office.