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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 28 AM 10:25

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J. SAULSBERRY
EXAMINER

MAR 01 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RLS Capital, 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:

Robert Shelley

Name of Person

Firm/Company

1508 Island Boulevard

Address

Aventura, FL 33160

City/State and Zip Code

BShelley@shelby-homes.com

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

For further information concerning this matter, please call:

Jennifer Okcular

Name of Person

at (305)

932-2000

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

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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. RLS Capital, 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. 27-4794466

(FEI number, if applicable)

4. 01/31/11

(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. 1508 Island Boulevard

Aventura, 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:

Robert Shelley 1508 Island Boulevard, Aventura, FL 33160

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

Jennifer Okular
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.)

Jennifer Okular
Typed or printed name of signee

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2011 FEB 28 AM 10:25
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:

RLS Capital, 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:

Jennifer E. Okcular

(Name)

2775 Sunny Isles Blvd., Suite #118

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

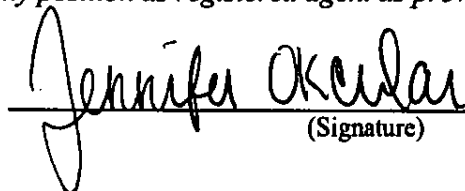
North Miami Beach

FL 33160

City/State/Zip

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2011 FEB 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "RLS CAPITAL, 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 FEBRUARY, A.D. 2011.

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2011 FEB 28 AM 10:25

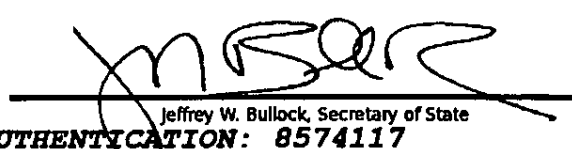
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8574117

DATE: 02-22-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 01/28/2011
FILED 05:26 PM 01/28/2011
SRV 110093967 - 4932793 FILE

**CERTIFICATE OF FORMATION
OF
RLS CAPITAL, LLC**

The undersigned, being an authorized person for purposes of executing this Certificate of Formation on behalf of RLS CAPITAL, LLC, a Delaware limited liability company (the "L.L.C."), desiring to comply with the requirements of 6 Del. C. § 18-201 and the other provisions of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "Act"), hereby certifies as follows:

1. Name of the L.L.C. - The name of the L.L.C. is RLS CAPITAL, LLC.
2. Registered Office and Registered Agent of the L.L.C. - The name of the registered agent for service of process on the LLC in the State of Delaware is Delaware Corporation Organizers, Inc. The address of the registered agent of the LLC and the address of the registered office of the LLC in the State of Delaware is 1201 North Market Street, 18th Floor, P.O. Box 1347 in the city of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Formation in accordance with the provision of 6 Del. C. § 18-201 this 28th day of January, 2011.

 (SEAL)
JENNIFER E. OKULAR
Authorized Person

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA