

### COVER LETTER

TO: Registration Section Division of Corporations

SUBJECT: Panta Distribution, 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:

|                             | Name of Person          |   |
|-----------------------------|-------------------------|---|
|                             |                         |   |
|                             |                         | 2011<br>TALL                            |
| Berkowitz, Trager & Trager, | LLC                     |   |
|                             | Firm/Company            |   |
|                             | • •                     |   |
|                             |                         | ≥ d m                                   |
| 8 Wright Street             |                         | Size III                                |
|                             | Address                 | HASSE                                   |
|                             | •                       | m o                                     |
|                             |                         |   |
| Westport, CT 06880          |                         |   |
|                             | City/State and Zip Code |   |
|                             | Child and the Cono      | 10 <b>29</b>                            |
|                             |                         | - · · · · · · · · · · · · · · · · · · · |

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

For further information concerning this matter, please call:

| Ivana Money Name of Person                          | A         | at (203<br>rea Code & Daytine | ) 291-8224<br>e Telephone Number                  |  |
|---|-----------|-------------------------------|---|--|
| MAILING ADDRESS:                                    | STR       | EET ADDRESS:                  |   |  |
| Division of Corporations                            | Divis     | ion of Corporations           | 5   |  |
| Registration Section                                | Regis     | stration Section              |   |  |
| P.O. Box 6327                                       | Clifte    | on Building                   |   |  |
| Tallahassee, FL 32314                               | 2661      | Executive Center C            | Strele  |  |
|   | Talla     | hassee, FL 32301              |   |  |
| Inclosed is a check for the following a             | amount:   |                               |   |  |
| \$125.00 Filing Pee \$130.00 Fili<br>Certificate of | ing Foe & | S155.00 Filing Fi             | ee & ````\$160.00 Filing Fe<br>of Status & Certl: |  |

# 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 FLORIM:

#### 1. Panta Distribution, 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.")

|    | Defaware<br>(Jurisdiction under the law of which foreign limited liability 3. 45-248726()<br>(I El number, if applicable)                            |           |                                 |
|----|--|-----------|---------------------------------|
| 4. | May 23, 2011 5. Perpetual<br>(Date of Organization) 5. Perpetual<br>(Duration: Year limited liability company will cease to<br>exist or "perpetual") |           |                                 |
| 6. |  | 2011      |                                 |
|    | (Date first transacted business in Florida, if prior to regularition.)   |           | ۳ŗ                              |
| 7. | 1900 Glades Road, Suite 435  |           | 41 A-164027<br>- 1999 (1992) 19 |
|    | Boca Raton, FL 33431   |           | 1                               |
|    |  | 5.E<br>Q7 |                                 |
| 8. | If limited liability company is a manager-managed company, check here 🗹 😤 🚟  | 29<br>29  |                                 |
| 9. | The name and usual business addresses of the managing members or managers are as follows:  |           |                                 |

Clive Kabatznik, 1900 Glades Road, Suite 435, 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 owth of the translation must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

sale and distribution of video games

Signature of a member or an antiorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this docur ent constitutes an affirmation under the penalties of paginry 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 1:lony as provided for in s.817.155, F.S.) Clive Kabatznik

Typed or printed name of signe

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 603.507, 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:

Panta Distribution, 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 ager and office are:

| Clive Kabatznik  |                     | ALSE  | 201       |          |
|--|---------------------|-------|-----------|----------|
|  | (Name)              |       | ۔<br>چ    | 4 Mai ya |
|  |                     | 25    | WU        | ND-TO B  |
| 1900 Glades Road, Suite 435<br>Florida Streat Address (P.O. Box NOT AD: EPTABLE) |                     | ASSE  | 6         |          |
|  |                     | - m-< | <b>.</b>  | C.       |
|  |                     |       | <u>T</u>  | [ i      |
| Boca Raton   | <sub>FL</sub> 33431 | LOP   | Ç9        |          |
|  | City/State/Zip      |       | NO<br>LIN |          |

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 herely 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)



PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FANTA DISTRIBUTION, 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 THIRTEENTH DAY OF JUNE, A.D. 2011.

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

JUN 16 资 ...... Ş



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110714955 You may verify this certificate online at carp, delevere, gov/outhour, shall

retary of State Jeffrey W. Bulkock, Set

AUTHENTICATION: 8828419

DATE: 06-13-11