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J. SAULSBERRY
EXAMINER

JUN 23 2011

RESNIC, BEAUREGARD, WAITE AND DRISCOLL

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GEORGE N. BEAUREGARD
OF COUNSEL
SAMUEL RESNIC
(1899-1988)

June 17, 2011

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Downside Investments, LLC

Ladies/Gentlemen:

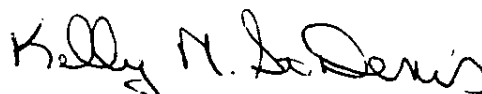
Enclosed for filing please find the following documents to register Downside Investments, LLC (a Massachusetts limited liability company) as a foreign limited liability company to transact business in the State of Florida:

1. Cover Letter
2. Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida
3. Original Certificate of Legal Existence (Commonwealth of Massachusetts)
4. Certificate of Designation of Registered Agent/Registered Office
5. \$160 filing fee check

Please forward to this office the letter of acknowledgment.

Thank you in advance for your assistance; and if you require anything further, please do not hesitate to contact the undersigned.

Very truly yours,



Kelly M. St. Denis
Legal Assistant to Burton S. Resnic

/kms

65,986

Enclosures

cc: Rita K. Milos

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Downside Investments, 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:

Burton S. Resnic, Esq.

Name of Person

Resnic Beauregard Waite & Driscoll

Firm/Company

330 Whitney Avenue, Suite 400

Address

Holyoke, MA 01040

City/State and Zip Code

kstdenis@rbwd.com

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

For further information concerning this matter, please call:

Burton S. Resnic

Name of Person

at (413)

536-0653

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

Not Applicable

(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. Commonwealth of Massachusetts 3. 45-2029835
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 20, 2011 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. No business prior to registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

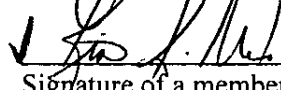
7. 1190 Northampton Street, Holyoke, MA 01040
(Street Address of Principal Office)

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:
Rita K. Milos, 1190 Northampton Street, Holyoke, MA 01040

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: Purchasing, rental, leasing, financing, owning and selling residential and commercial real estate



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.)

Rita K. Milos

Typed or printed name of signee

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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:

Downside Investments, LLC

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

N/A

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

Susan Milos

(Name)

1812 NE 13th Ave.

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

Cape Coral FL 33909

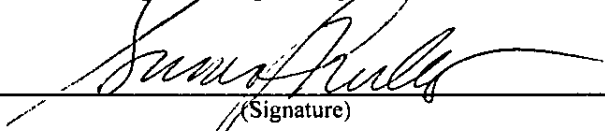
City/State/Zip

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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)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

June 15, 2011

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of Limited Liability Company was filed in this office by

DOWNSIDE INVESTMENTS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **APRIL 20, 2011**.

I further certify that said Limited Liability Company has not filed a certificate of cancellation; and that, so far as appears of record, said Limited Liability Company has legal existence.

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TALLAHASSEE, FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth