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(Requestor's Name)

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(City/State/Zip/Phone #)

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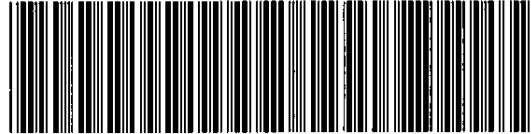
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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T. HAMPTON  
JUL - 8 2011  
EXAMINER

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CYRUS 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:

GREGORY SCHEIN  
Name of Person

CYRUS HOLDINGS LLC  
Firm/Company

2977 MCFARLANE RD. SUITE 302  
Address

COCONUT GROVE, FL. 33133  
City/State and Zip Code

gschein@cpf.in.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GREGORY SCHEIN at ( 305 ) 491 5200  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 23, 2011

GREGORY SCHEIN  
2977 MCFARLANE RD  
STE 302  
COCONUT GROVE, FL 33133

SUBJECT: CYRUS ENERGY HOLDINGS LLC  
Ref. Number: W11000033869

We have received your document for CYRUS ENERGY HOLDINGS LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return 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) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 511A00015238

## 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 CYRUS 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:

CYRUS ENERGY HOLDINGS 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: 6-16-2011

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

[Signature]  
(GREGORY SCHEIN)

MANAGING MEMBER

[Signature]  
(ROYDEN NAKAMURA)

MANAGING MEMBER

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

CYRUS ENERGY HOLDINGS 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. 45-2561295  
(FEI number, if applicable)

4. 20 FEB 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. 2711 CENTERVILLE ROAD SUITE 400  
WILMINGTON, DE 19808  
(Street Address of Principal Office)

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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:

ROYDEN K. NAKAMURA 540 MADISON AVE 9th FL NY, NY 10022

GREGORY J. SCHEIN 2977 MCFARLANE RD. #302 MIAMI, FL. 33133

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: INVESTMENT HOLDINGS

  
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.)

GREGORY SCHEIN

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:

CYRUS HOLDINGS LLC

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

CYRUS ENERGY HOLDINGS LLC

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

SFP HOLDINGS LLC

(Name)

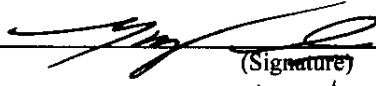
2977 MCFARLANE RD. SUITE 302

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

COCONUT GROVE FL 33133

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)  
GREGORY SCHEIN

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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# Delaware

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYRUS 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 EIGHTH DAY OF JULY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CYRUS HOLDINGS LLC" WAS FORMED ON THE TENTH DAY OF MARCH, A.D. 2011.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8888891

DATE: 07-08-11