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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

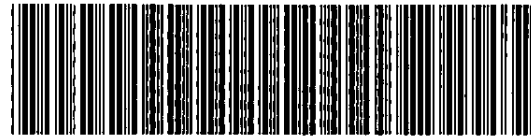
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2011

RICHARD WOLFE
501 BRICKELL KEY DRIVE, SUITE 300
MIAMI, FL 33131

SUBJECT: MPS ENTERTAINMENT LLC
Ref. Number: W11000031726

We have received your document for MPS ENTERTAINMENT LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a 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.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company 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 Company, L.C., and LC.

The document number of the name conflict is L11000047598.

Please return 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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 611A00014243

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MPS ENTERTAINMENT 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:

RICHARD C. WOLFE, ESQ.
Name of Person

EHRENSTEIN CHARBONNEAU CALDERIN
Firm/Company

501 BRICKELL KEY DRIVE, SUITE 300
Address

MIAMI FL 33131
City/State and Zip Code

rwolfe@ecclegal.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Richard C. Wolfe, Esq. at (305) 722-2002
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

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 MPS ENTERTAINMENT LLC,
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of NEW JERSEY,
(State or Country of Organization)

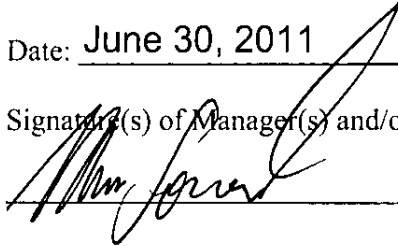
Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

MPS ENTERTAINMENT-NJ 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: June 30, 2011

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



Marc Sorrentino

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

MPS ENTERTAINMENT-NJ, 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. State of New Jersey 3. 27-1615614
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 7, 2010 5. January 7, 2030
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 2011
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4400 Route 9 South, Suite 1000
Freehold, New Jersey 07728
(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:
Marc Sorrentino and Michael Sorrentino

153 Dorado Beach Court
Howell, New Jersey 07731

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: intellectual property holding company

[Signature]
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.)

Typed or printed name of signee

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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:

MPS ENTERTAINMENT LLC

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

MPS ENTERTAINMENT-NJ LLC

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

Richard C. Wolfe, Esq., Ehrenstein Charbonneau Calderin

(Name)

501 Brickell Key Drive, Suite 300

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

Miami

FL 33131

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)

**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING**

MPS ENTERTAINMENT, LLC

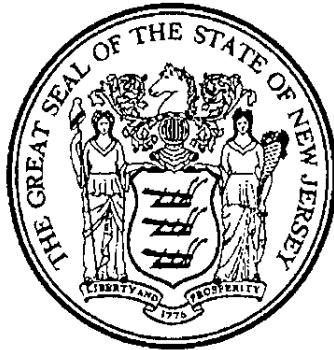
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I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on January 7, 2010.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Marc Sorrentino
4400 Route 9 South Suite 1000
Freehold, NJ 07728*



Certification# 120474620

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
18th day of May, 2011*

A handwritten signature in black ink, appearing to read 'Andrew P. Sidamon-Eristoff'.

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp