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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Foreign Limited Liability Company
BH III HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

C. LEWIS

SEP - 9 2011

EXAMINER

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDAIN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:1. BH III HOLDINGS, 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. DE(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____

(FEI number, if applicable)

4. 06/09/2011

(Date of Organization)

5. Perpetual(Duration: Year limited liability company will cease to
exist or "perpetual")6. upon qualification(Date first transacted business in Florida, if prior to registration,
(See sections 608.501 & 608.502 F.S. to determine penalty liability))7. 2711 South Ocean Drive, Unit 2404Hollywood, Florida 33019

(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:

Daniel Lebensohn, 2711 South Ocean Drive, Unit 2404, Hollywood, Florida 33019Gregory Freedman, 2711 South Ocean Drive, Unit 2404, Hollywood, Florida 33019Charles Phelan, 2711 South Ocean Drive, Unit 2404, Hollywood, Florida 3301910. 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: _____

any lawful business permitted by the laws of the State of FL

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 signer

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TALLAHASSEE, FLORIDA

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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:

BH III Holdings 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:

NRAI Services, Inc.

(Name)

515 East Park Avenue

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

Tallahassee

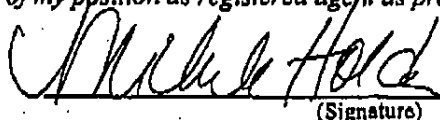
FL 32301

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)

Michele Holden,
Asst. Secretary

\$ 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 "BH III 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 SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BH III HOLDINGS, LLC" WAS FORMED ON THE NINTH DAY OF JUNE, A.D. 2011.

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

4994729 8300

110989717

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9016620

DATE: 09-08-11

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