

M 11 00000 6 2 13

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

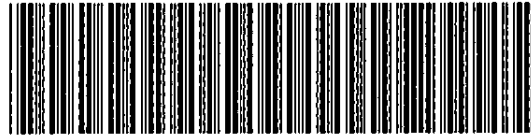
Special Instructions to Filing Officer:

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B. KOHR

DEC 14 2011

EXAMINER



400212025994

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 NOV 14 AM 11:09
NOT RELEASED
TO AGENCY OF FILING
SUFFICIENCY OF FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 14 AM 9:17



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 977074 7131809

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 14 AM 9:17

ORDER DATE : November 10, 2011

ORDER TIME : 2:24 PM

ORDER NO. : 977074-005

CUSTOMER NO: 7131809

FOREIGN FILINGS

NAME: PAUL FLORIDA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2011

BECKY PEIRCE
CSC
TALLAHASSEE, FL

SUBJECT: PAUL FLORIDA LLC
Ref. Number: W11000057566

RESUBMIT

Please give original
submission date as file date

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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DIVISION OF CORPORATIONS
11 NOV 16 AM 9:17
11 DEC 13 PM 4:10

We have received your document for PAUL FLORIDA LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Because the word "Florida" at the end of a name does not constitute a significant difference, the name PAUL FLORIDA LLC is too similar to the name of an existing entity -- PAUL, INC. -- Document Number P99000092430.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign 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. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name 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".

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 611A00025711

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 14 AM 9:17

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PAUL FLORIDA 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:

Mariel E. Cruz, Esq.

Name of Person

Reed Smith, LLP

Firm/Company

599 Lexington Ave, 30th Floor

Address

New York, NY 10022

City/State and Zip Code

mcruz@reedsmith.com

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

For further information concerning this matter, please call:

Mariel E. Cruz at (212) 231-2641
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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 14 AM 9:17

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. PAUL FLORIDA LLC

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

PAUL BAKERIES FLORIDA 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. 45-3003815

(FEI number, if applicable)

4. 8/9/2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

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

7. c/o Weizer Mazars, 135 West 50th Street

14th Floor, New York, NY 10020

(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:

PAUL USA, INC.

c/o Weizer Mazars, 135 West 50th Street

14th Floor, New York, NY 10020

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: Operation of two (2)

bakeries/cafes.

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.)

Philippe Sanchez

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV 14 AM 9:17

**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:

PAUL FLORIDA LLC

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

PAUL BAKERIES FLORIDA LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Corporation Service Company

By:

(Signature)

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAUL FLORIDA 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 TENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAUL FLORIDA LLC" WAS FORMED ON THE NINETEENTH DAY OF MARCH, A.D. 2008.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4521176 8300

111187302

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9150490

DATE: 11-10-11

WRITTEN CONSENT

OF THE

SOLE MEMBER

OF

PAUL FLORIDA LLC

The undersigned, constituting the sole member (the "Member") of Paul Florida LLC, a Delaware limited liability company (the "Company"), hereby waives any and all notice and requirements for the holding of a meeting of the Member and, acting pursuant to the provisions of Sections 18-302(d) of the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of the Company, hereby takes, by written consent, the following actions and adopts the following resolutions by signing this written consent:

WHEREAS, the Company wishes to transact business in the State of Florida and intends to file an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with the Florida Department of State (the "Application for Authority");

WHEREAS, the Company's legal name "Paul Florida LLC" is not available for use in the State of Florida and therefore, the Company must adopt an alternate name for purposes of transacting business in the State of Florida;

WHEREAS, the Company wishes to adopt the name "Paul Bakeries Florida LLC" as its alternate name for purposes of transacting business in the State of Florida; and

WHEREAS, the Member believes it to be in the best interest of the Company for the Company to execute, deliver and file the Application for Authority with the Florida Department of State and to adopt the alternate name "Paul Bakeries Florida LLC" for purposes of transaction business in the State of Florida.

NOW THEREFORE BE IT RESOLVED, that the Application for Authority be, and the same hereby is, authorized and approved in every respect as being in the best interest of the Company; and be it further

RESOLVED, that the alternate name "Paul Bakeries Florida LLC" is hereby adopted, approved, authorized and ratified as the Company's alternate name for purposes of transacting business in the State of Florida; and be it further

RESOLVED, that the Member or any officer of the Company or the Member be, and each of them hereby is, authorized and directed to take all such further action, to execute, deliver and file the Application for Authority and all such further instruments and documents, and to do all such further things, in the name and on behalf of the Company, and to pay all such fees, expenses and taxes, as in the

Member's or such officer's judgment may be necessary or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions (such actions or payment by the Member or any such officer shall constitute conclusive evidence of the Member's or such officer's determination and approval of the necessity and appropriateness thereof); and be it further

RESOLVED, that any and all lawful actions taken by the Member or officers of the Company or the Member in connection with the foregoing resolutions, including, without limitation, all acts, matters and things made, done, executed, delivered and performed by any of them on behalf of the Company in connection with the foregoing resolutions be, and they hereby are, severally ratified, confirmed, approved and adopted in all respects as actions in the name and on behalf of the Company, it being the intent of the Member to confer upon all such actions the same authority and effect as if each of such actions had been submitted to a vote of the Member and approved.

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IN WITNESS WHEREOF, the undersigned has executed this written consent as of this 30th day of November, 2011. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used.

MEMBER :

PAUL USA, INC., a Delaware corporation

By: 

Name: Philippe Sanchez

Title: President and CEO