

M12000000527

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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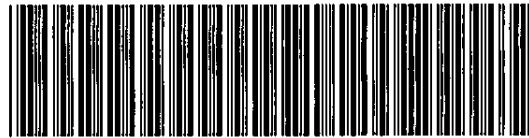
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W12-4413

J. BRYAN

JAN 30 2012

EXAMINER

COHEN NORRIS WOLMER
RAY TELEPMAN COHEN

ATTORNEYS AT LAW

January 20, 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

JONATHAN A. BERKOWITZ
GARY J. COHAN*
FRED C. COHEN, P.A.**
GREGORY R. COHEN, P.A.**
BERNARD A. CONKO[*][**]
SCOTT R. KERNER
ALFRED G. MORICI*
DAVID B. NORRIS, P.A.
PETER R. RAY, P.A.
M. RICHARD SAPIR, P.A.*
ADAM R. SELIGMAN
KYLE A. SILVERMAN*
ROGER C. STANTON**
JAMES S. TELEPMAN, P.A.***
ROBERT M. WEINBERGER, P.A.*
BRENT G. WOLMER, P.A.

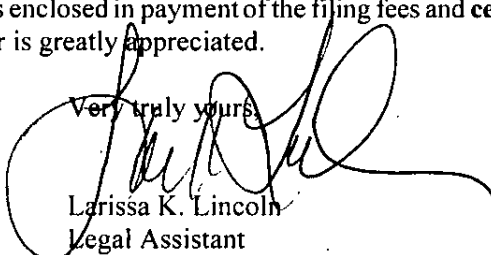
Re: Qualification Documents for
KIWISHE, LLC
Our File No. 33419.003

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida together with a Certificate of Good Standing from the State of Delaware. Upon filing of these documents, please return the **certified copy** to the undersigned.

A check in the amount of \$155.00 is enclosed in payment of the filing fees and **certified copy** cost. Your prompt assistance in this matter is greatly appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

SecQualifKIWISHEltr
Enclosures

Cc: Ron Hensarling
Jonathan A. Berkowitz

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2012

LARISSA K. LINCOLN LEGAL ASSISTANT
COHEN NORRIS WOLMER RAY TELEPMAN COHEN
712 US HIGHWAY ONE, SUITE 400
NORTH PALM BEACH, FL 33408

SUBJECT: KIWISHE LLC
Ref. Number: W12000004413

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TALLAHASSEE, FLORIDA

We have received your document for KIWISHE LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We didn't receive the 2nd page of application listing Registered Agent.,

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 812A00001670

COHEN NORRIS WOLMER
RAY TELEPMAN COHEN

ATTORNEYS AT LAW

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DATE: 1/27/12

SEND TO Joy Bryan, Regulatory

NO PAGES INCL. COVER: (4)

c/o Fla. Dept of State

FILE NO.: 53419.003

FROM: Larissa K. Lincoln, L.A.

CLIENT: Nivvish, LLC

TELECOPY NO.: 850.245.6030

JONATHAN A. BERKOWITZ
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BRENT G. WOLMER, P.A.

SPECIAL

INSTRUCTIONS: Attached is the Registered Agent
Page per our Tel. conversation - Please
proceed to file this

*Of Counsel
**Board Certified Real Estate
***Board Certified Business Litigation

THE INFORMATION CONTAINED IN THIS FACSIMILE IS ATTORNEY
PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR
THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE
READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU
ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR
COPY OF THIS COMMUNICATION IS STRICKLY PROHIBITED. IF YOU
HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE
IMMEDIATELY NOTIFY US AT (561) 844-3600, AND RETURN ORIGINAL
MESSAGE TO US AT THE ABOVE ADDRESS VIA UNITED STATES POSTAL
SERVICE. THANK YOU.

If you need assistance or have any questions regarding this fax please call Larissa
Lincoln as soon as possible (561) 844.3600.

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

712 U.S. HIGHWAY ONE • SUITE 400 • P.O. BOX 13146 • NORTH PALM BEACH, FLORIDA 33408-7146
TELEPHONE: (561) 844-3600 • FACSIMILE: (561) 842-4104

**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. KIWISHE 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. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 1/30/08 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 109 S. BROADWAY
KNOXVILLE, TN 37902
(Street Address of Principal Office)

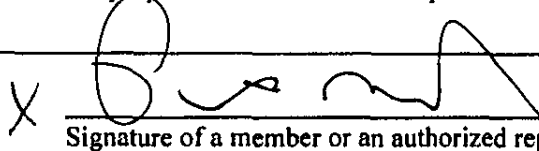
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

PETER MEDLYN
109 S. BROADWAY
KNOXVILLE, TN 37902

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: INVESTMENTS



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.)

PETER MEDLYN

Typed or printed name of signee

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

KIWISHE 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:

JONATHAN BERKOWITZ

(Name)

712 U.S. HIGHWAY ONE, STE 400

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

NORTH PALM BEACH FL 33408

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)

\$ 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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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIWISHE 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2011.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4497599 8300

111333533

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9252853

DATE: 12-23-11