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(Requestor's Name)

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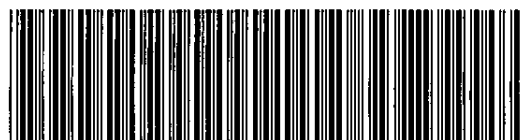
(Business Entity Name)

(Document Number)

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

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11/17/11--01012--004 \*\*160.00

FILED

2012 FEB 10 PM 3:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

Feb 13, 2012

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 30, 2012

VICKY HINRICHS / LIBERIS LAW FIRM  
212 W. INTENDENCIA STREET  
PENSACOLA, FL 32502

SUBJECT: TOP TUTORS OKALOOSA, LLC  
Ref. Number: W11000058575

We have received your document for TOP TUTORS OKALOOSA, 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):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 511A00026166

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Top Tutors, 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:

Vicky Hinrichs

Name of Person

Liberis Law Firm

Firm/Company

212 W. Intendencia Street

Address

Pensacola, FL 32502

City/State and Zip Code

vhinrichs@liberislaw.com

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

For further information concerning this matter, please call:

Charles S. Liberis

Name of Person

at ( 850 )

438-9647

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

November 18, 2011

VICKY HINRICHS / LIBERIS LAW FIRM  
212 W. INTENDENCIA STREET  
PENSACOLA, FL 32502

SUBJECT: TOT TUTORS, LLC  
Ref. Number: W11000058575

We have received your document for TOT TUTORS, 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 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".

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 511A00026166



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 30, 2012

VICKY HINRICHS / LIBERIS LAW FIRM  
212 W. INTENDENCIA STREET  
PENSACOLA, FL 32502

SUBJECT: TOP TUTORS OKALOOSA, LLC  
Ref. Number: W11000058575

We have received your document for TOP TUTORS OKALOOSA, 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):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 511A00026166



# LIBERISLAWFIRM

Richard M. Beckish, Jr.\*  
Charles S. Liberis  
David L. Powell\*  
Christopher K. Ritchie

\*Also Admitted to Alabama

February 8, 2012

Secretary of State of Florida  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Top Tutors Okaloosa, LLC

Dear Ms. Lewis,

Enclosed please find the Certificate of Good Standing for Top Tutors Okaloosa, LLC from the State of Wyoming, Office of the Secretary of State.

Please contact Vicky Hinrichs at our office if you have any questions regarding this matter.

Sincerely,

Shannon Moreira

/sm

Enclosures




# LIBERISLAWFIRM

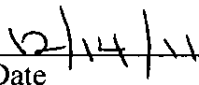
Richard M. Beckish, Jr.\*  
Charles S. Liberis  
David L. Powell\*  
Christopher K. Ritchie

\*Also Admitted to Alabama

November 25, 2011

I, Beatrice A. Hering as managing Member of Top Tutors, LLC, do hereby adopt the alternate name to be used in the State of Florida as Top Tutors Okaloosa, LLC.

  
Beatrice A. Hering

  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB 10 PM 5:59

FILED



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

"Top Tutors Okaloosa, 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. Wyoming 3. 45-3672321  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 20, 2011 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 11/11/2011  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2710 Thomas Ave.  
Cheyenne, WY 82001  
(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:

Beatrice A. Hering

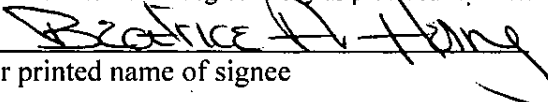
7373 Gulf Blvd., Navarre, FL 32566

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: Student tutoring service

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.)

Beatrice A. Hering   
Typed or printed name of signee

FILED  
2012 FEB 10 PM 3:59  
SECRETARY OF STATE  
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:

Top Tutors, LLC

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

Top Tutors Okaloosa, LLC

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

Charles S. Liberis

(Name)

212 W. Intendencia Street

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

Pensacola

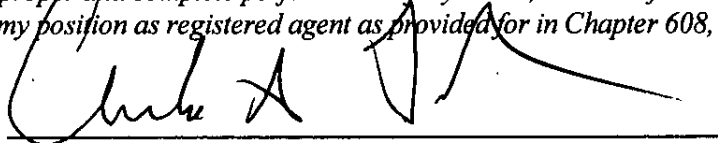
FL 32502

City/State/Zip

2012 FEB 10 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*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 WYOMING**  
**Office of the Secretary of State**

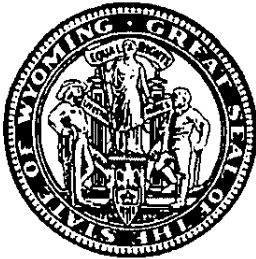
I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,


**Top Tutors Okaloosa, LLC**  
is a  
**Limited Liability Company**

formed or qualified under the laws of Wyoming did on **October 20, 2011**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2011-000610179**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 8th day of February, 2012 at 2:27 PM. This certificate is assigned 011567318.



  
Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyobiz.wy.gov> and following the instructions displayed under Validate Certificate.