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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

12 APR 23 AM 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Gulligan APR 24 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 177243 5017789

AUTHORIZATION

Spudelman

COST LIMIT : \$ 125.00

ORDER DATE : April 23, 2012

ORDER TIME : 9:35 AM

ORDER NO. : 177243-005

CUSTOMER NO: 5017789

FOREIGN FILINGS

NAME: PEARL MEDIA OF MIAMI, 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: Stephanie Milnes -- EXT# 2920

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PEARL MEDIA OF MIAMI, LLC

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:

Gianfranco A. Pietrafesa, Esq.

Archer & Greiner, P.C.

Court Plaza South, West Wing

21 Main Street, Suite 353

Hackensack, New Jersey 07601

E-mail: gpietrafesa@archerlaw.com

For further information concerning this matter, please call:

Gianfranco A. Pietrafesa, Esq. at (201) (342-6000 x269)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ X \$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

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

None
(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. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. April 17, 2012
(Date of Organization)

5. Perpetual
Duration: Year limited liability company will cease 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. 363 Route 46 West
Fairfield, New Jersey 07004
(Street Address of Principal Office)

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

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

Joshua Cohen, 363 Route 46 West, Suite 260, Fairfield, New Jersey 07004

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:

Marketing and Advertising



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.)

Joshua Cohen, Manager
Typed or printed name of signee

FILED
12 APR 23 AM 10:01
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:

Pearl Media of Miami, LLC

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

N/A


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

Brian Cohen
(Name)

1221 Brickell Avenue, Suite 900
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami, FL 33131
(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.



Brian Cohen

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

FILED
12 APR 23 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PEARL MEDIA OF MIAMI, LLC

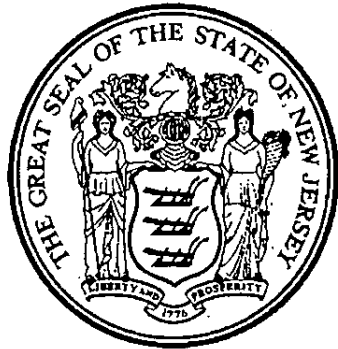
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I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on April 17, 2012.

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:

*Joshua Cohen
363 Route 46 West
Suite 260
Fairfield, NJ 07004*



Certification# 124645392

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
23rd day of April, 2012*

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