

M 12000002296

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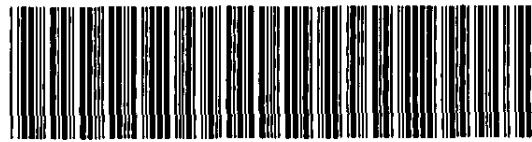
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**EXAMINER**



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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
12 APR 25 AM 9:16



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 174292 4301225

AUTHORIZATION

COST LIMIT \$125.00

12 APR 25 AM 9:16  
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SPECIAL AGENT  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

ORDER DATE : April 19, 2012

ORDER TIME : 1:50 PM

ORDER NO. : 174292-030

CUSTOMER NO: 4301225

FOREIGN FILINGS

NAME: SCOTCH & SODA RETAIL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

**1. Scotch & Soda Retail 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. New York**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3.**

(FEI number, if applicable)

**4. April 6, 2012**

(Date of Organization)

**5. Perpetual**

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

**6.**

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

**7. 568 Broadway, Suite 703**

New York, NY 10012

(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:**

Yossi Capland      568 Broadway, Suite 703, New York, NY 10012

Josie Gogue      568 Broadway, Suite 703, New York, NY 10012

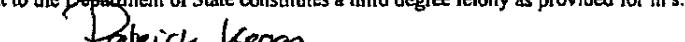
Patrick Kroon      568 Broadway, Suite 703, New York, NY 10012

**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: Retail sale of clothing as  
well as any act or activity for which a limited liability company may be organized**

  
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 signee

12 APR 25 AM 9:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**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:

Scotch & Soda Retail 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

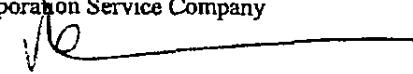
FL 32301

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:

  
DAVID NICKELSEN, ASST VP  
(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 New York  
Department of State } ss:**

*I hereby certify, that SCOTCH & SODA RETAIL LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/06/2012, and that the Limited Liability Company is existing so far as shown by the records of the Department.*

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 24th day of April  
two thousand and twelve.*

The official seal of the State of New York, Department of State. It is circular with a double-lined outer border. The top half of the border contains the words "STATE OF NEW YORK" and the bottom half contains "DEPARTMENT OF STATE", both in a serif font. The center of the seal features a shield with three figures: a Native American, a Dutch settler, and a French settler. Above the shield is an eagle with spread wings. Below the shield is a banner with the word "EXCELSIOR".A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro  
First Deputy Secretary of State