

M12000003592

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

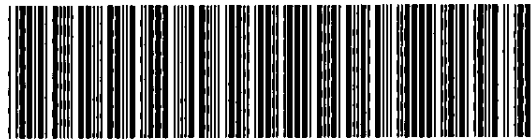
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 JUN 26 PM 2:45

12 JUN 26 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan JUN 27 2012

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 06/20/12

REF. #: 000162.168473

CORP. NAME: PDQ HOLDINGS, LLC d/b/a PDQ Holdings DE, LLC

- ☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☒ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION
☐ OTHER:

STATE FEES PREPAID WITH CHECK# 544826 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of PDQ HOLDINGS, LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

DELAWARE

(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the

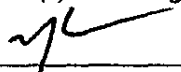
following name to transact business in the state of Florida:

PDQ HOLDINGS DE, LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability
Company, L.L.C., or LLC.)

Date: JUNE 22, 2012

Signature(s) of Manager(s) and/or Managing Member(s):



Nicholas Reade

Nick Reade, VP of Capital MVP Restaurant Partners LLC, as the Sole Manager of PDQ Holdings, LLC

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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. PDQ HOLDINGS, LLC

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

PDQ HOLDINGS DE, 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.

(FEI number, if applicable)

4. JANUARY 3, 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. 3717 W NORTH B STREET, TAMPA, FL 33609

(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:

CAPTIVA MVP RESTAURANT PARTNERS LLC

3717 W NORTH B STREET, TAMPA, FL 33609

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: RESTAURANT


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.)

NICHOLAS READER, AUTHORIZED REPRESENTATIVE

Typed or printed name of signee

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12 JUN 26 AM 11:44
DEPARTMENT 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:

PDQ HOLDINGS, LLC

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

PDQ HOLDINGS DE, LLC

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

NRAI SERVICES, INC.

(Name)

515 E PARK AVENUE

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

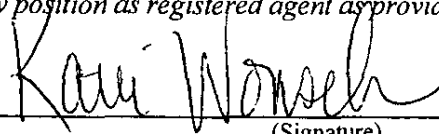
TALLAHASSEE

FL 32301

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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) Katie Wonsch

Assistant Secretary

\$ 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 "PDQ HOLDINGS, 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-SECOND DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PDQ HOLDINGS, LLC" WAS FORMED ON THE THIRD DAY OF JANUARY, A.D. 2012.

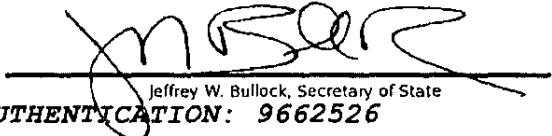
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5090179 8300

120766517

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




AUTHENTICATION: 9662526

DATE: 06-22-12