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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

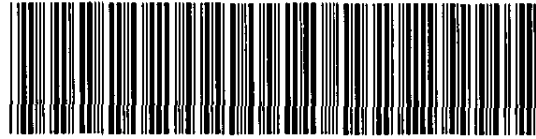
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2012 AUG 21 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

J. SAULSBERRY
EXAMINER

AUG 22 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 319108 4324989

AUTHORIZATION : *Spuddean*

COST LIMIT : \$ 125.00

ORDER DATE : August 20, 2012

ORDER TIME : 8:41 AM

ORDER NO. : 319108-005

CUSTOMER NO: 4324989

FOREIGN FILINGS

NAME: BOGART FILM FESTIVAL, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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. BOGART FILM FESTIVAL, 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 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 46-0774271 (FEI number, if applicable)

4. 08/10/2012 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. No business yet transacted in Florida
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 234 E. Colorado Blvd., Suite 975, Pasadena, CA 91101
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:
Robbert de Klerk, Bogart LLC, 234 E. Colorado Blvd., Suite 975, Pasadena, CA 91101
Russell A. Yagel, Key Largo Chamber of Commerce, Inc., 106000 Overseas Highway,
Key Largo, FL 33037

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: organize, promote, produce and otherwise put on a film festival in Key Largo, Florida, focused on the films of Humphrey Bogart

[Handwritten Signature]
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.)

Robbert de Klerk
Typed or printed name of signee

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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:

BOGART FILM FESTIVAL, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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: _____

Jerome L. Suarez

(Signature)

Asst. 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

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOGART FILM FESTIVAL, 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 TWENTIETH DAY OF AUGUST, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOGART FILM FESTIVAL, LLC" WAS FORMED ON THE TENTH DAY OF AUGUST, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

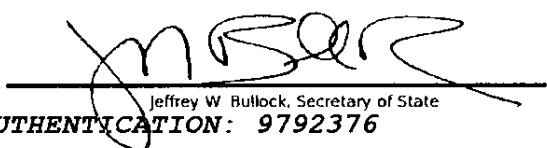
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9792376

DATE: 08-20-12