

**M13000001146**

Florida Department of State  
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TALLAHASSEE, FLORIDA

Foreign Limited Liability Company  
HPH Capital Management, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. HPH Capital Management, 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. applied for

(FEI number, if applicable)

4. February 5, 2013

(Date of Organization)

5. perpetual

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

6. upon filing

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

7. 2121 S.W. 3rd Avenue, Suite 601

Miami, FL 33129

(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:

Larry Harris

10221 S.W. 143rd Street

Miami, FL 33176

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: to engage in any lawful  
business permitted under the FL Limited Liability Company Act.

Larry Harris

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.)

Larry Harris

Typed or printed name of signer

## 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:

HPH Capital Management, 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:

Larry Harris

(Name)

10221 S.W. 143rd Street

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

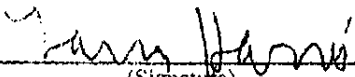
Miami

FL

33176

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.*

  
(Signature)

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

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# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HPH CAPITAL MANAGEMENT, 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 SIXTH DAY OF FEBRUARY, A.D. 2013.

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


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HPH CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE FIFTH DAY OF FEBRUARY, A.D. 2013.



5284608 8300

130132655

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0196402

DATE: 02-06-13

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