

MI3000002956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

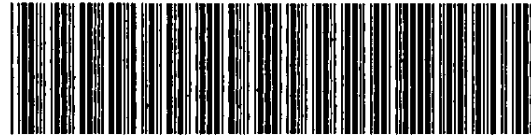
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
13 MAY - 8 11:44  
FBI - MEMPHIS

MAY 09 2013  
D. BUTLER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FLUID SPIRIT HOLDINGS, LLC

Name of Limited Liability Company

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:

TODD GRAHAM, MGMR

Name of Person

FLUID SPIRIT HOLDINGS, LLC

Firm/Company

7900 GLADES ROAD, SUITE 120

Address

BOCA RATON, FL 33434

City/State and Zip Code

tgraham@echelonlimited.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GARY HYAMS

Name of Person

561

at ( )

289-0200

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

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

Enclosed is a check for the following amount:

☐ \$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. FLUID SPIRIT HOLDINGS, 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. 46-2603625**

(FEI number, if applicable)

**4. 4/23/2013**

(Date of Organization)

**5. PERPETUAL**

(Duration: Year limited liability company will cease to 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. 7900 GLADES ROAD, SUITE 120**

**BOCA RATON, FL 33434**

(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:

**TODD GRAHAM 6597 Cobia Circle, Boynton Beach, FL 33437**

**GARY HYAMS 6326 NW 23rd Road, Boca Raton, FL 33434**

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:

Proprietary Marketing Company

  
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.)

Todd Graham

Typed or printed name of signee

**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:

**FLUID SPIRIT HOLDINGS, LLC**

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

**FLUID HOLDINGS, LLC**

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

**GUTTER CHAVES ET AL**

(Name)

**2101 NW CORPORATE BLVD, #107**

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

**BOCA RATON FL 33431**

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.*

*Gutter Chaves et al*

By: *John O'Neill*

(Signature)

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

FILED  
13 MAY -8 10:04  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLUID SPIRIT 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 SECOND DAY OF MAY, A.D. 2013.


FILED  
13 MAY -8 11:14 AM  
DELAWARE

5328329 8300

130516876

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: 0402794

DATE: 05-02-13

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FLUID SPIRIT HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2013, AT 12:07 O'CLOCK P.M.

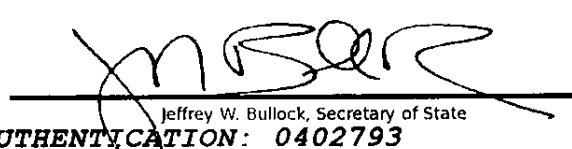
13 MAY - 8 12:07 PM '13

5328329 8100

130516876



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: 0402793

DATE: 05-02-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:07 PM 05/02/2013  
FILED 12:07 PM 05/02/2013  
SRV 130516876 - 5328329 FILE

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

First: The name of the limited liability company is \_\_\_\_\_  
Fluid Spirit Holdings, LLC

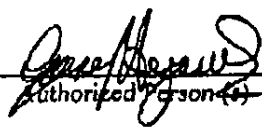
Second: The address of its registered office in the State of Delaware is \_\_\_\_\_  
2711 Centerville Rd., Ste. 400 in the City of Wilmington  
Zip code 19808. The name of its Registered agent at such address is  
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is \_\_\_\_\_.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

23rd day of April, 2013.

By:   
Authorized Person(s)

Name: Gary Hyams