

M/3000003/26

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

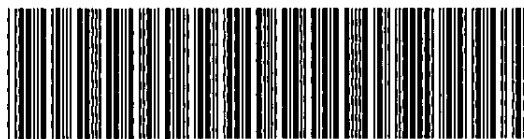
Special Instructions to Filing Officer:

MAY 17 2013

A. LUNT

W13-28187

Office Use Only



900247764469

05/13/13--01006--018 **185.00

05/17/13--01005--004 **25.00

RECEIVED
DEPARTMENT OF STATE
SECRETARY OF STATE
2013 MAY 13 PM 1:52
TALLAHASSEE, FLORIDA
OFFICE OF THE SECRETARY OF STATE

FILED
2013 MAY 16 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2013

CT CORPORATION
515 EAST PARK AVE.
TALLAHASSEE, FL 32301

SUBJECT: OPTIMUS ELEMENT LLC
Ref. Number: W13000028187

We have received your document for OPTIMUS ELEMENT LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of conversion must have a signature on behalf of the converting entity and the resulting entity. The certificate of conversion and the foreign qualification must be filed separately.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 113A00011955

2013 MAY 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL 32301

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

May 13, 2013

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

RE-SUBMIT

Please retain original filing
date of submission 5/13

Re: Order #: 8765506 SO
Customer Reference 1: 37843.0001
Customer Reference 2: NONE

Dear Department of State, Florida:

Please obtain the following:

OPTIMUS ELEMENT LLC (FL)
Conversion
Florida

OPTIMUS ELEMENT LLC (DE)
Registration
Florida

OPTIMUS ELEMENT LLC (FL)
Obtain Document - Misc - Certified copy of Conversion
Florida

OPTIMUS ELEMENT LLC (DE)
Cert Copy of Application for Authority-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Connie Bryan
Assistant Secretary

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
OPTIMUS ELEMENT LLC**

*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:*

I. NAME

The name of the foreign limited liability company is OPTIMUS ELEMENT LLC. For purposes of this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, the name of the foreign limited liability company shall be OPTIMUS ELEMENT LLC.

II. JURISDICTION

The jurisdiction under the laws of which the foreign limited liability company is organized is Delaware.

III. DATE OF ORGANIZATION AND DURATION

The date of organization of the foreign limited liability company is April 2, 2011. The period of duration of the foreign limited liability company is perpetual.

IV. DATE FIRST TRANSACTED BUSINESS IN FLORIDA

The foreign limited liability company has not yet transacted business in Florida.

V. STREET ADDRESS

The street address of the principal office of the foreign limited liability company is as follows:

c/o Incorporating Services Ltd.
3500 South DuPont Highway
Dover, Delaware 19901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI. REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the limited liability company in the State of Florida are:

Corporation Company of Miami
201 S. Biscayne Blvd., Suite 1500 (FER)
Miami, Florida 33131

VII. NAMES AND ADDRESSES OF CURRENT MANAGERS

As a manager-managed company, the foreign limited liability company currently has [three (3) managers]. The names and usual business addresses of the current managers of the foreign limited liability company are as follows:

[Arthur Wong
Suite 102 1400 Kensington Rd. N.W.
Calgary, AB Canada T2N 3P9

Grant Sardachuk
Suite 240 6909 E. Greenway Parkway
Scottsdale AZ 85254

Arthur Fopma
Suite 102 - 1400 Kensington Rd. N.W.
Calgary, AB CANADA T2N 3P9

VIII. NATURE OF BUSINESS TO BE CONDUCTED IN FLORIDA

The nature of business to be conducted by the foreign limited liability company in Florida is to act as the General Partner of Optimus Element LLLP, a Florida limited liability limited partnership.

XI. CERTIFICATE OF EXISTENCE

Attached is an original certificate of existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the laws of which the foreign limited liability company is organized.

IN WITNESS WHEREOF, the undersigned has executed this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida on this 2nd day of May, 2013.

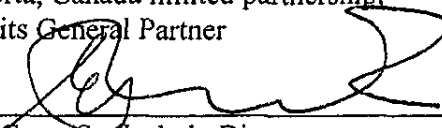
(Signature Page Follows)

SOLE MEMBER:

OPTIMUS US REAL ESTATE LLC,
an Arizona limited liability company

By: Optimus US Real Estate (Canada) LP,
an Alberta, Canada limited partnership,
its sole member

By: Optimus US Real Estate Partners Ltd.,
an Alberta, Canada limited partnership,
its General Partner

By: 
Grant Sardachuk, Director

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2013 MAY 13 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for Optimus Element LLC at the address designated in the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, the undersigned hereby accepts its appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Date: MAY 9, 2013.

CORPORATION COMPANY OF MIAMI

By: [Signature]

Name: RAQUEL J. SHALAS

Title: PRESIDENT

2013 MAY 13 PM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTIMUS ELEMENT 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 TENTH DAY OF MAY, A.D. 2013.

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

5332219 8300

130563128

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0424330

DATE: 05-10-13