

1/2013,12:25:4 From: To: 8506176383

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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

Foreign Limited Liability Company
COMPANY.COM, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$125.00

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EXAMINER
JUN 12 2013

CR26027 (9/10)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Company.com, 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:

Steven H. Schram, Esq.

Name of Person

Shapiro, Lifschitz & Schram, P.C.

Firm/Company

1742 N Street, N.W.

Address

Washington, D.C. 20036

City/State and Zip Code

schram@sislaw.com

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

For further information concerning this matter, please call:

Regina O'Flaherty at 202 689-1900

Name of Person

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:

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Company.com, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
Company.com N.A. 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 3. 32-0406081
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 6, 2013 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. March 29, 2013
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1688 Meridian Avenue, Suite 802
Miami Beach, FL 33139
(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:

Ocean Bay Intermediate Holdings LLC and Company.com Corp.

c/o Company.com, LLC, 1688 Meridian Avenue, Suite 802,

Miami, FL 33139

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: _____

and we agree to the business and engage in any other lawful act or activity for which LLCs may be formed under the Act and engage in any and all activities related or ancillary to the foregoing.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), P.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.817.153, P.S.)

Steven H. Schram

Typed or printed name of signer

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13 JUN 11 AM @ 13
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:

Company.com, LLC

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

Company.com N.A. LLC

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

NRAI Services, Inc.

(Name)

515 East Park Avenue

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

Tallahassee

FL

32301

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.

NRAI SERVICES, INC.

Norme Nagel Norme Nagel, Asst. Secretary

(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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TALLAHASSEE, FLORIDA

**ACTION BY WRITTEN CONSENT OF THE MEMBERS
OF
COMPANY.COM, LLC**

The undersigned, being the Members of Company.com, LLC (the "Company"), do hereby adopt, the following resolutions pursuant to Section 608.503 of the Florida Statutes:

WHEREAS, in connection with the business operations of the Company, the Company desires to adopt a trade name, also known as a "d/b/a" or "fictitious" business name apart from the Company full legal name; and

WHEREAS, the Company has determine to adopt the fictitious name "Company.com N.A. LLC".

NOW, THEREFORE, BE IT

RESOLVED, that the name "Company.com N.A. LLC" is hereby adopted as a fictitious name of the Company;

RESOLVED, that the Members are hereby authorized, in the name and on behalf of the Company, to perform any and all such acts as may be determined to be necessary or appropriate (such determination to be conclusively, but not exclusively, evidenced by the action taken by the Members) in order to register the "Company.com N.A. LLC" name as a fictitious name, trade name and/or d/b/a in compliance with the applicable laws of such states and jurisdictions as may be deemed necessary or advisable, and in connection therewith to execute (by power of attorney or otherwise) and file all documents, including but not limited to applications, reports, consents, and appointments of attorneys of service of process, in connection therewith; and that the execution (by power of attorney or otherwise) by the Members of any such document or the doing by it of any act in connection with the foregoing matters shall conclusively, but not exclusively, establish its authority therefor from the Company and the approval and ratification by the Company of the documents so executed and the action so taken;

RESOLVED, that the Members are hereby authorized, in the name and on behalf of the Company, to perform any and all such acts as may be determined to be necessary or appropriate in order to maintain any such registration in effect for as long as it may determine it to be in the best interests of the Company;

RESOLVED, that the Members are authorized and directed, in the name and on behalf of the Company, to do all things, to take all such actions and to negotiate, prepare, execute, deliver, perform and file all such agreements, instruments, reports, certificates, affidavits, documents and regulatory and other notices as may be required or determined by the Members to be necessary or appropriate to effect fully the intent and purposes of the foregoing resolutions (such determination to be conclusively, but not exclusively, evidenced by the taking of any such action or the execution and delivery of any such agreement, instrument, report, certificate, affidavit, document or regulatory or other notice by the Members); and

6/11/2013, 12:25:41 From: To: 8506176383

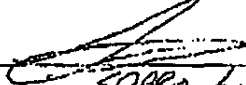
(6/8)

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the Members within the terms of the foregoing resolutions hereby are ratified and confirmed in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed this Written Consent on the date set forth opposite the name of the Members below. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Delivery of a signature by facsimile or electronic mail shall be as effective as delivery of a manually signed counterpart.

Dated: March 20, 2013

Ocean Bay Intermediate Holdings LLC

By: 
Name: Spina Lyons
Title: member

Company.com Corp.

By: _____
Name: _____
Title: _____

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the Members within the terms of the foregoing resolutions hereby are ratified and confirmed in all respects as the act and deed of the Company.

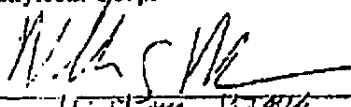
IN WITNESS WHEREOF, the undersigned Members have executed this Written Consent on the date set forth opposite the name of the Members below. This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Delivery of a signature by facsimile or electronic mail shall be as effective as delivery of a manually signed counterpart.

Dated: March __, 2013

Ocean Bay Intermediate Holdings LLC

By: _____
Name: _____
Title: _____

Company.com Corp.

By: 
Name: William Wade
Title: CEO

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPANY.COM, 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 ELEVENTH DAY OF JUNE, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMPANY.COM, LLC" WAS FORMED ON THE SIXTH DAY OF MARCH, A.D. 2013.


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

5299019 8300

130759544

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0500461

DATE: 06-11-13