

# M13000006510

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

From:  
Account Name : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305) 789-7758  
Fax Number : (305) 789-7799

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Foreign Limited Liability Company  
MASS HOLDING COMPANY LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**WRITTEN CONSENT OF THE MANAGER  
OF  
MASS HOLDING COMPANY LLC**

The undersigned, being the sole manager (the "Sole Manager") of MASS HOLDING COMPANY LLC, a limited liability company organized under the laws of the State of Delaware ("Company"), hereby consents to and adopts the following resolutions:

WHEREAS, the Sole Manager desires to qualify the Company to transact business in the State of Florida and in California, however, the name of the Company is not available in either jurisdiction, as there are existing companies with similar names in each such jurisdiction.

WHEREAS, the Sole Manager desires to adopt the following alternate name for the Company, MASS Hispanic Marketing Holdings LLC (the "Alternate Name") for purposes of qualifying to do business in California and Florida.

NOW, THEREFORE, IT IS

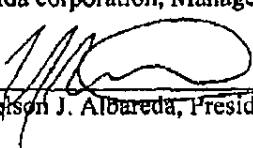
RESOLVED, that the Company is hereby authorized to use the Alternate Name in the State of Florida and in California.

FURTHER RESOLVED, that the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and the Application to Register a Foreign LLC in California shall be submitted for approval to each respective jurisdiction, under the Alternate Name.

FURTHER RESOLVED, that this written consent shall be placed in the minute book of the Company.

IN WITNESS WHEREOF, the undersigned hereby execute this Written Consent as of this 29<sup>th</sup> day of October, 2013.

MASS HISPANIC MARKETING INC.,  
a Florida corporation, Manager

By:   
Nelson J. Albareda, President

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**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. MASS HOLDING COMPANY LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

MASS HISPANIC MARKETING HOLDINGS 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. N/A**

(FEI number, if applicable)

**4. 10/18/13**

(Date of Organization)

**5. PERPETUAL**(Duration: Year limited liability company will cease to  
exist or "perpetual")**6. UPON QUALIFICATION**

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

**7. 8250 NW 27th STREET, SUITE 301, MIAMI, FL 33122**

(Street Address of Principal Office)

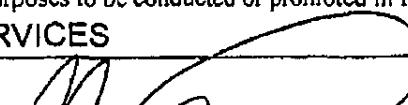
8. If limited liability company is a manager-managed company, check here 

9. The name and usual business addresses of the managing members or managers are as follows:

**MASS HISPANIC MARKETING, INC., MANAGER****5000 SW 75TH AVENUE, 4TH FLOOR, MIAMI, FL 33155**

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: \_\_\_\_\_

**MARKETING SERVICES**  
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.)

Mass Hispanic Marketing, Inc., By: Nelson J. Albareda, President

Typed or printed name of signee

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**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:

**MASS HOLDING COMPANY 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:

**NRAI Services, Inc.**

(Name)

**1200 S. PINE ISLAND ROAD**

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

**PLANTATION**

**33324**

City/State/Zip

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SHERIFF OF STATE  
OF ALABAMA  
FLORIDA  
Michele Holden

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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.*

Michele Holden

(Signature)

Michele Holden, Asst. Sect

\$ 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 "MASS HOLDING COMPANY 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 TWENTY-EIGHTH DAY OF OCTOBER, 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 "MASS HOLDING COMPANY LLC" WAS FORMED ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 2013.

5416205 8300

131241389

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: 0847179

DATE: 10-28-13

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