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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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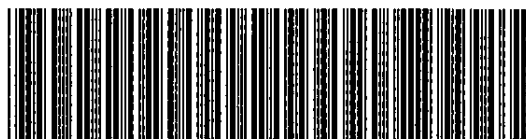
(Business Entity Name)

(Document Number)

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J. S. SHERRY
EXAMINER
NOV 20 2013

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BERNSTEIN HOLDINGS, LLC d/b/a Apollo Research, LLC
Name of Limited Liability Company (IN FL.)

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:

BRUCE A BERNSTEIN

Name of Person

BERNSTEIN HOLDINGS, LLC

Firm Company

PO Box 50246

Address

Lighthouse Point, FL 33074

City/State and Zip Code

bbernstein@headwaterproject.com

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

For further information concerning this matter, please call:

BRUCE BERNSTEIN

Name of Person

at (321) 703 50005

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

2015 JUN 20 AM 8 42

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

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

APOLLO RESEARCH, 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," "LLC," "L.L.C.")

2. LOUISIANA 3. 27-0727140
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 7/21/2009 5. perpetual
(Date of Organization) (Duration. Year limited liability company will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida, if prior to registration)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. AS OF DEC. 1, 2013 : 1313 SW 1ST COURT 2013 NOV 20 AM 8:42
(OR EARLIER AS SOON AS FFL IS ISSUED) BONAPART BEACH, FL 33069
(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:

HEADQUARTERS, LLC
701 BYDAR ST SUITE 3050
NEW ORLEANS, LA 70139

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: FFLTS; MANUFACTURING

RESEARCH, Development,
MANUFACTURING, sales

Barb Bernstein

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.)

Barb A Bernstein

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:

BEANSTEIN HOLDINGS LLC.

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

APOLLO RESEARCH, LLC

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

MARCI RUBIN, Esq.

C/O PHILLIPS, Carter, Skalak + Rubin, P.A.
4600 HOLLYWOOD BLVD, SUITE 3755-S
(Name)
Florida Street Address (P.O. Box NOT ACCEPTABLE)

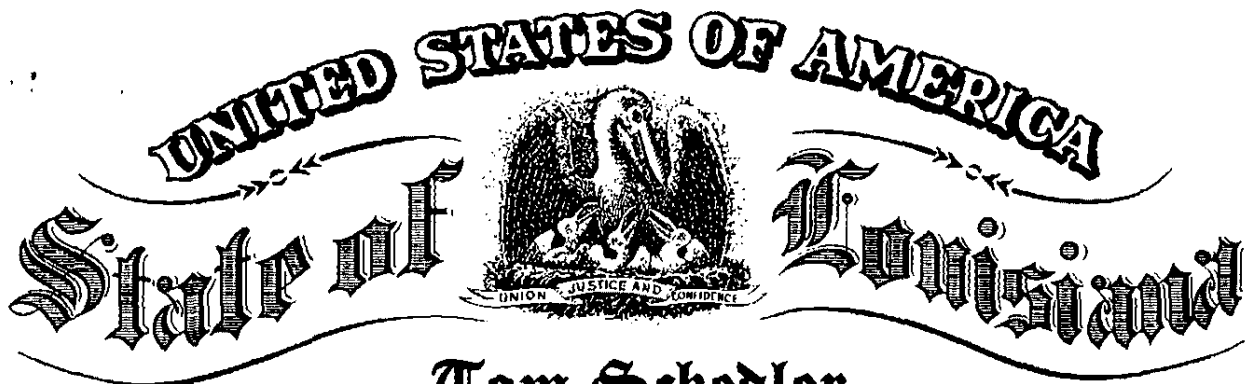
HOLLYWOOD, FL 33021
City/State/Zip

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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.

Marci A. Rubin
(Signature)

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



Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the Articles of Organization of

BERNSTEIN HOLDINGS, L.L.C.

Domiciled at NEW ORLEANS, LOUISIANA,

Were filed in this Office and a Certificate of Organization was issued on July 21, 2009,

I further certify that no Certificate of Dissolution has been issued.

2013 NOV 20 AM 8:42

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 30, 2013

Secretary of State

Web 37101029K



Certificate ID: 10432033#R9E52

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

WRITTEN CONSENT OF THE SOLE MANAGING MEMBER of
BERNSTEIN HOLDINGS, LLC
(A Louisiana Limited Liability Company)
TO ADOPT AN ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

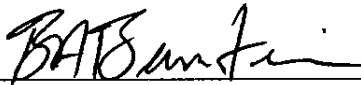
The undersigned, being all of the Managers and Members of Bernstein Holdings, LLC, a Louisiana Limited Liability Company (the "Company"), does hereby adopt the following resolution:

WHEREAS,

The Company wishes to adopt the Alternate Name APOLLO RESEARCH, ^{LLC} to use in the STATE of FLORIDA. ^{TAB}


NOW THEREFORE, BE IT RESOLVED, the Company is authorized to adopt the Alternate Name **APOLLO RESEARCH** to use in the STATE of FLORIDA and that Bruce A. Bernstein, as sole Managing Member of the Company, acting alone, be and hereby is authorized, empowered, and directed to execute, acknowledge, and deliver this Written Consent for, and on behalf of, and in the name of the Company, and to take any and all action necessary or appropriate to effect the foregoing resolution.

In WITNESS WHEREOF, the undersigned has duly executed this Consent this 30th day of October, 2013.



Bruce A. Bernstein, Managing Member

Witnessed by:



Printed Name: STUART SCOTT

2013 NOV 20 AM 8:42