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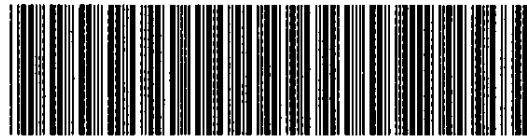
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December 2, 2013

VIA FEDERAL EXPRESS

Division of Corporations

Registration Section

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

Re: Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for BDGP Delray, LLC, a Pennsylvania Limited Liability Company

Dear Sir or Madam:

Enclosed please find an original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for BDGP Delray, LLC. I have also enclosed the Certificate of Good Standing from the Pennsylvania Department of State along with this firm's check in the amount of \$155.00 representing the filing fee and certified copy fee for same. Please file the enclosed Application and provide the letter of acknowledgement and certified copy to my attention as soon as possible.

Thank you for your assistance with this matter. Should you require anything further, please do not hesitate to contact me.

Very truly yours,

Stacie R. Heinen

Corporate Paralegal

Enclosures

cc: Richard H. Penske (via email w/encls.)

Tina Lombardi (via email w/encls.)

James G. Keller
1927-2002

John R. Mondschein
Special Counsel
Family and
Matrimonial Law

Douglas Panzer*
Of Counsel
Intellectual Property Law

Albertina D. Lombardi*
Kathleen M. Mills
Of Counsel

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*Also admitted in New Jersey

†Also admitted in New York

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BDGP Delray, 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:

Stacie R. Heinen

Name of Person

Fitzpatrick Lentz & Bubba, P.C.

Firm/Company

4001 Schoolhouse Lane, P.O. Box 219

Address

Center Valley, PA 18034

City/State and Zip Code

rickpenske@mac.com

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

For further information concerning this matter, please call:

Stacie R. Heinen

Name of Person

610

Area Code & Daytime Telephone Number

797-9000 Ext: 352

at ()

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

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**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. BDGP Delray, LLC

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

n/a

(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. Pennsylvania

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 46-3966660

(FEI number, if applicable)

4. October 3, 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. 166 Via Veracruz, Jupiter, FL 33458

(Street Address of Principal Office)

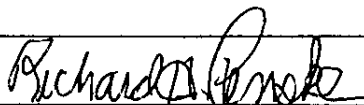
8. If limited liability company is a manager-managed company, check here ☒

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

Richard H. Penske, Manager -- 166 Via Veracruz, Jupiter, FL 33458

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: Retail Food Sales



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.)

Richard H. Penske, Manager

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:

BDGP Delray, 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:

Lisa Penske Jensen

(Name)

166 Via Veracruz

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

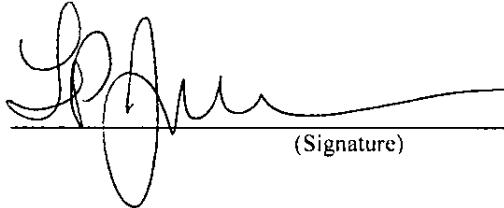
Jupiter

FL

33458

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.



(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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JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
JUPITER

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE**

NOVEMBER 25, 2013

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

BDGP Delray, LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Carol Aichele".

Secretary of the Commonwealth