

M 1400001058

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

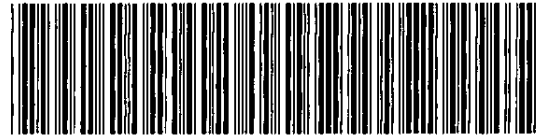
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
14 FEB 12 PM 1:58



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 010595 5025406

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE : February 11, 2014

ORDER TIME : 11:54 AM

ORDER NO. : 010595-155

CUSTOMER NO: 5025406

PLEASE FILE 2ND
FILE 1ST WAS WITHDRAWAL.
CONVERSION FILED IN DOM STATE.

FOREIGN FILINGS

NAME: CIRQUE DU SOLEIL VEGAS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Clrque Du Soleil Vegas, L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

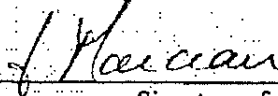
4. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 980 Kelly Johnson Drive
Las Vegas, NV 89119
(Street Address of Principal Office)

6. 8400 2nd Avenue
Montreal (Quebec) Canada H1Z 4M6
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
See attached list

8. 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.)



Signature of an authorized person

(In accordance with section 605.0203, 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.)

Eric Marceau

Typed or printed name of signee

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TALLAHASSEE FLORIDA

CIRQUE DU SOLEIL ORLANDO, L.L.C.

LIST OF MANAGERS

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Jerry Nadal	Manager	980 Kelly Johnson Drive Las Vegas, NV 89119	7231 Shallowford Avenue Las Vegas, NV 89131
Jordan Fiksenbaum	Manager	980 Kelly Johnson Drive Las Vegas, NV 89119	12255 La Prada Place Las Vegas, NV 89138
Eric Marceau	Manager	8400, 2 ND Avenue MONTREAL (Quebec) H1Z 4M6	168 Woodside Crescent Beaconsfield, Quebec, Canada H9W 2N5

18/01/14

c:\Users\jerry.nadal\Documents\Cirque Du Soleil Orlando, L.L.C.\Data\US_01.xlsx

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Cirque du Soleil Vegas, L.L.C.

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:

Corporation Service Company

(Name)

1201 Hays Street

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 605, Florida Statutes.

**Elli King
Assistant VP**

Corporation Service Company

By:

Elli King

(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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRQUE DU SOLEIL VEGAS, L.L.C." 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 TWELFTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIRQUE DU SOLEIL VEGAS, L.L.C." WAS FORMED ON THE SEVENTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1128950

DATE: 02-12-14