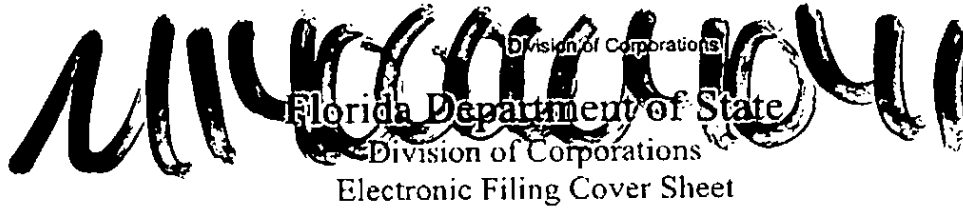


6/14/2018



Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

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

From:

Account Name : FLAGLER DEVELOPMENT GROUP, LLC
Account Number : I20020000144
Phone : (305)520-2344
Fax Number : (305)520-2400

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

Email Address: _____

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
AAF HOLDINGS LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

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6/18/18 QS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AAF Holdings LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kolleen Cobb

Name of Person

Florida East Coast Industries, LLC

Firm/Company

117 NE 1st Avenue, 11th Floor

Address

Miami, FL 33132

City/State and Zip Code

Kolleen.Cobb@feci.com

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

For further information concerning this matter, please call:

Brianna Hernandez at 305 520-2427
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: AAF Holdings LLC

Enter new principal office address, if applicable: 117 NE 1st Avenue, 11th Floor

Miami, FL 33132
(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: 117 NE 1st Avenue, 11th Floor
(Mailing address
MAY BE A POST OFFICE BOX)
Miami, FL 33132

2. The Florida document number of this limited liability company is: M14000004041

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 6/10/2014

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "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 contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
CFO, VP	Enderby, Heather	2855 LE Jeune Road, 4th Floor	<input type="checkbox"/> Add
		Coral Gables, FL 33134	<input checked="" type="checkbox"/> Remove
CFO, VP	Swiatek, Jeffrey C.	161 NW 6th Street, Suite 900	<input checked="" type="checkbox"/> Add
		Miami, FL 33136	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of the authorized representative

Kolleen Cobb, Vice President

Typed or printed name of signee

Filing Fee: \$25.00