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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

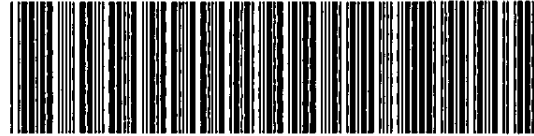
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 29 2014

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: 39th Street Productions, 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:

Katie Smalheer

Name of Person

39th Street Productions, LLC

Firm/Company

240 West 37th Street, Suite 501

Address

New York, NY 10018

City/State and Zip Code

katie@departurefilms.com

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

For further information concerning this matter, please call:

Katie Smalheer

Name of Contact Person

212

Area Code

629-9666 x16

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2014

KATIE SMALHEER
240 WEST 37TH STREET, SUITE 501
NEW YORK, NY 10018

SUBJECT: 39TH STREET PRODUCTIONS, LLC
Ref. Number: W14000073244

RECEIVED
14 DEC 22 AM 10:00
DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

We have received your document for 39TH STREET PRODUCTIONS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must insert the title or capacity of person(s) authorized to manage this limited liability company above the name(s) and address(es) listed. Such titles may include: Manager (MGR), Authorized Member (AMBR), Authorized Person (AP), or Authorized Representative (AR).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 614A00025917

*See Revised
application
attached.*

**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. 39th Street Productions, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

DEPARTURE FILMS LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. New York 3. 37-1528059
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/1/2014
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

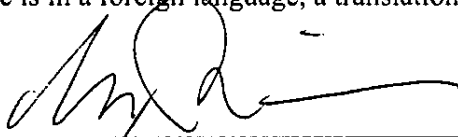
5. 240 West 37th Street, Suite 501
New York, NY 10018
(Street Address of Principal Office)

6. 240 West 37th Street, Suite 501
New York, NY 10018
(Mailing Address)

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TALLAHASSEE, FLORIDA

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
MAX WEISSMAN, AUTHORIZED MEMBER
c/o 39th Street Productions LLC
240 West 37th Street, Suite 501
NY, NY 10018

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.)

MAX WEISSMAN

Typed or printed name of signee

**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:

39th Street Productions, 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 RD.

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

PLANTATION, FL 33324

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.

Michele Holden

(Signature)

Michele Holden,
Assistant Secretary

\$ 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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2008 DEC 22 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that 39TH STREET PRODUCTIONS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/10/2006, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 18th day of November two
thousand and fourteen.*

Anthony Scardino

Executive Deputy Secretary of State