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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company  
B & G SOLUTIONS USA, LLC**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAY 27 AM 9:30

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

MAY 28 2015

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5/27/2015

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

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

1. B & G SOLUTIONS USA, LLC  
(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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")
2. DELAWARE 3. 61-1760375  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 06/01/2015  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 2000 PONCE DE LEON BLVD, SUITE 600 CORAL GABLES, FL 33134  
(Street Address of Principal Office)

6. 2000 PONCE DE LEON BLVD, SUITE 600 CORAL GABLES, FL 33134  
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: HERMINA I. LEAL

Office Address: 2000 PONCE DE LEON BLVD, SUITE 600  
CORAL GABLES, Florida 33134  
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

[Signature]  
(Registered agent's signature)

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

HERMINA I. LEAL, AUTHORIZED MEMBER

2000 PONCE DE LEON BLVD SUITE 600

CORAL GABLES FL 33134

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

[Signature]  
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.)

HERMINA I LEAL

Typed or printed name of signee

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15 MAY 27 AM 9:30  
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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B & G SOLUTIONS USA, LLC" 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 TWENTY-SIXTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "B & G SOLUTIONS USA, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF APRIL, A.D. 2015.



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150736806

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2405786

DATE: 05-26-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:11 PM 04/17/2015  
FILED 03:00 PM 04/17/2015  
SRV 150527878 - 5731128 FILE

## CERTIFICATE OF FORMATION

OF

### B & G Solutions USA, LLC

(A Delaware Limited Liability Company)

**First:** The name of the limited liability company is: B & G Solutions USA, LLC

**Second:** Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

IN WITNESS WHEREOF, the undersigned, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on this 17th day of April, 2015.



Harvard Business Services, Inc., Authorized Person  
By: Richard H. Bell, President