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TALLAHASSEE FLORIDA

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DEC 03 2015
J. HARRIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 890646 8072918

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : December 1, 2015

ORDER TIME : 12:52 PM

ORDER NO. : 890646-005

CUSTOMER NO: 8072918

FOREIGN FILINGS

NAME: BREAKTHRU SUNBELT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Breakthru Sunbelt, 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:

Carol Greenidge

Name of Person

The Charmer Sunbelt Group

Firm/Company

60 East 42nd Street, Suite 1915

Address

New York, New York 10165

City/State and Zip Code

Cgreenidge@c-sg.com

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

For further information concerning this matter, please call:

Arielle Albert

212

370-3744

at ()

Name of Contact Person

Area Code

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

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. Breakthru Sunbelt, 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 81-0686391
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

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

5. 60 East 42nd Street, Suite 1915
New York, New York 10165
(Street Address of Principal Office)

6.
(Mailing Address)

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 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.

Courtney Williams
Asst. Vice President

(Registered agent's signature)

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

See attached.

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 of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Andy Crisses

Typed or printed name of signer

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SECRETARY OF STATE

| Name (last, first, middle initial) | Home Address | City | State | Zip | Title |
|------------------------------------|---------------------------------|----------------|------------|-------|---------|
| Merinoff, Charles | 317 Massachusetts Ave | Haworth | New Jersey | 07641 | manager |
| Crisses, Andrew M. | 8 Cow Lane | Kings Point | New York | 11024 | manager |
| Levy, Lawrence S. | 40 Olmsted Road | Scarsdale | New York | 10583 | manager |
| Thrasher, John E. | 1000 West Tennessee Street | Tallahassee | Florida | 32304 | manager |
| Davolio, Joseph F. | 2039 Chesapeake Rd. | Annapolis | Maryland | 21409 | manager |
| Obernauer, Marne Jr. | 885 Park Ave. 11C | New York | New York | 10021 | manager |
| Kalagher, Steve J. | L'Hermintage, 3200N Ocean Blvd. | Ft. Lauderdale | Florida | 33308 | manager |
| Wirtz, William R. | 610 Ridge Road | Winnetka | Illinois | 60093 | manager |
| Wirtz, Daniel R. | 2039 West Cortez St. | Chicago | Illinois | 60622 | manager |
| Wirtz, Arthur M. | 1536 Meadow Ln. | Glenview | Illinois | 60025 | manager |
| Miller, John A. | 1235 Westmoor | Winnetka | Illinois | 6009 | manager |
| Gunby, Steven H. | 9508 Hemswell Place | Potomac | Maryland | 20854 | manager |
| Laborde, Jean-Marie | Via Conservatorio, 13 | Milan | Italy | 20122 | manager |

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TALLAHASSEE FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREAKTHRU SUNBELT, 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 SECOND DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BREAKTHRU SUNBELT, LLC" WAS FORMED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2015.

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



5851484 8300

SR# 20151157125

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10528718

Date: 12-02-15