

**M16000037127**

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

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)205-8842  
Fax Number : (850)878-5368

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

Email Address: \_\_\_\_\_

**Foreign Limited Liability Company  
Azul Key West, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 05       |
| Estimated Charge      | \$125.00 |

2016 FEB 12 AM 10:59

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TALLAHASSEE, FLORIDA

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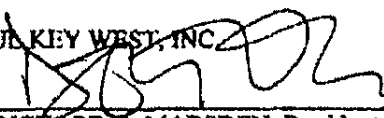
Help  
FEB 15 2016  
D. BRUCE

**RELEASE AND CONSENT TO USE OF COMPANY NAME**

In exchange for good and valuable consideration, and in accordance with the terms of that certain Commercial Contract dated November 5, 2015, between AZUL KEY WEST, INC., a Florida corporation (referred to herein as "Seller" and/or "Corporation"); and RICHARD D. MARSDEN and KAROL K. MARSDEN ("Shareholders"); and DOUGLAS C. LEOHR, or related entity, and/or his/her/its Assigns, ("Buyer") for purchase and sale of real property located at 907 Truman Avenue, Key West, FL, the undersigned Seller and Shareholders consent to Buyer's use of the name "AZUL KEY WEST, LLC" and, do hereby release any and all rights to exclusive use of the name "Azul Key West" and/or "Azul Guest House" and/or any variation thereof.

**SELLER:**

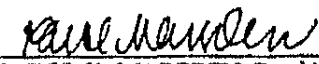
AZUL KEY WEST, INC.

By: 

RICHARD D. MARSDEN, President

RICHARD D. MARSDEN, Shareholder

DATE: 2/11/16

By: 

KAROL K. MARSDEN, President

KAROL K. MARSDEN, Shareholder

DATE: 2/11/16

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Azul Key West, 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:

Robert Stewart

\_\_\_\_\_  
Name of Person

Riley Hotel Group, LLC

\_\_\_\_\_  
Firm/Company

387 Medina Rd. Suite 400

\_\_\_\_\_  
Address

Medina, OH 44256

\_\_\_\_\_  
City/State and Zip Code

rstewart@rileyhg.com

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

For further information concerning this matter, please call:

Robert Stewart

at

330

590-8034

\_\_\_\_\_  
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

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TALLAHASSEE, FLORIDA  
STATE SECRETARY OF  
CORPORATIONS

**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. Azul Key West, 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. Ohio 3. 47-5683714  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 25, 2016  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 387 Medina Rd. Suite 400  
Medina, OH 44256  
(Street Address of Principal Office)

6. 387 Medina Rd. Suite 400  
Medina, OH 44256  
(Mailing Address)

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

Name: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

By: C T Corporation System *Nicole Chaurinond*  
(Registered agent's signature)

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

Joseph Moffa - Partner - 387 Medina Rd. Suite 400 Medina, OH 44256

Douglas Leohr - Partner - 387 Medina Rd. Suite 600 Medina, OH 44256

Robert Stewart - Chief Financial Officer - 387 Medina Rd. Suite 400 Medina, OH 44256

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)

*Robert Stewart*  
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.

Robert Stewart  
Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show AZUL KEY WEST, LLC, an Ohio For Profit Limited Liability Company, Registration Number 2449811, was organized within the State of Ohio on November 30, 2015, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 5th day of February, A.D. 2016.*

*Jon Husted*

Ohio Secretary of State

Validation Number: 201603601236