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2016 MAR 14 PM 12:38  
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TALLAHASSEE FLORIDA

Jon 3/16/16

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: MANA ACQUISITIONS, LLC, SERIES 2**

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:

MARIA L OTERO

Name of Person

MANA ACQUISITIONS, LLC, SERIES 2

Firm/Company

2055 S. ATLANTIC AVENUE, UNIT 901

Address

DAYTONA BEACH SHORES, FLORIDA 32118

City/State and Zip Code

MARIALUZOTERO@GMAIL.COM

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

For further information concerning this matter, please call:

MARIA L OTERO

407 733 9190  
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. MANA ACQUISITIONS, LLC, SERIES 2

(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. STATE OF DELAWARE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 47-4043772

(FEI number, if applicable)

4. \_\_\_\_\_

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

5. 14147 Mailer Blvd., Orlando Florida 32828

(Street Address of Principal Office)

6. 2055 S ATLANTIC AVENUE, UNIT 901, DAYTONA BEACH SHORES, FL 32118

(Mailing Address)

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

Name: Maria L Otero

Office Address: 2055 S ATLANTIC AVE, UNIT 901

DAYTONA BEACH SHORES

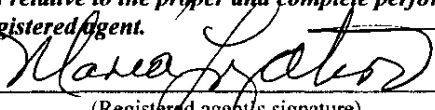
(City)

, Florida 32118

(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.*



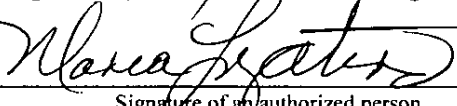
(Registered agent's signature)

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

MARIA L OTERO - MANAGER - 2055 S. Atlantic Avenue, Daytona Beach Shores, Florida 32118

CARLOS A PINEIRO - MANAGER - 2055 S. Atlantic Avenue, Daytona Beach Shores, Florida 32118

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.

MARIA L OTERO

Typed or printed name of signee

FILED  
2016 MAR 14 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:19 PM 05/11/2015  
FILED 04:16 PM 05/11/2015  
SRV 150650363 - 5744937 FILE

**State of Delaware  
Limited Liability Company  
Certificate of Formation**

This certificate of formation is being executed for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del.C. 18-101, et seq.

FIRST: The name of the limited liability company is:

**MANA ACQUISITIONS, LLC.**

SECOND: The address of its registered office in the State of Delaware is 113 Barksdale Professional Center in the City of Newark, County of New Castle. Zip Code, 19711. The name of its Registered Agent at such address is Delaware InterCorp, Inc.

THIRD: The members agree to be bound by the signed Limited Liability Company Agreement(s) except as they may be contradicted by the Limited Liability Company Act of the State of Delaware.

FOURTH: This Certificate of Formation establishes one hundred (100) separate Series of this Limited Liability Company. Said Series may be referred to as: MANA ACQUISITIONS, LLC, SERIES 1; MANA ACQUISITIONS, LLC, SERIES 2; etc., or any other method that reasonably describes the particular Series relevant to the intended transaction.

Take Notice of the limitation on liabilities of a series as referenced in this Certificate of Formation and as set forth in 6 Del.C. 18-215. The debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

FIFTH: No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated

such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, I, the undersigned, being fully authorized to execute and file this document, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, do make this Certificate of Formation, acknowledging under the penalties of perjury in the third degree, hereby declaring and certifying that this Instrument is my act and deed and the facts herein are true, pursuant to 6 Del.C '18-204 and accordingly have hereunto set my hand this 11<sup>th</sup> day of May, 2015.

DELAWARE INTERCORP, INC.

By:

*Robin Goldberg*

Robin Goldberg,  
Secretary

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2016 MAR 14 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANA ACQUISITIONS, 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 THIRD DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "MANA ACQUISITIONS, LLC" IS A SERIES LIMITED LIABILITY COMPANY.

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2016 MAR 14 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Jeffrey W. Bullock, Secretary of State

5744937 8300E

SR# 20161406456

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

Authentication: 201928471

Date: 03-03-16