

M160000008008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

1016-64113

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 16, 2016

ROBERT ALTHUIS
3150 SW 38TH AVE, SUITE 1305
MIAMI, FL 33146

SUBJECT: ACERO INTERNATIONAL LLC
Ref. Number: W16000064113

2017 OCT -4 PM 1:16
Filing Office

We have received your document for ACERO INTERNATIONAL 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):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Therefore, the limited liability company must select an alternate name for use in the state of Florida.

Please insert the alternate name in the space provided on the application form.

The alternate name must contain the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC". The abbreviations "Ltd." and "Co.," also are no longer acceptable.

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.

Tanisha L Washington
Regulatory Specialist II

Letter Number: 216A00019849



September 8, 2016

Florida Dept of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

**RE: REGISTRATION CORRECTION
FOREIGN ENTITY REGISTRATION
DOCUMENT NUMBER – F15000005326**

Dear Sirs:

In regards to above referenced Document Number and in accordance with your customer service instructions, we hereby respectfully submit corrected registration forms including attachments to modify and correct the registration for Acero International to conduct business in Florida.

We erroneously registered Acero International (a British Virgin Islands limited liability company) as a foreign profit corporation when in fact it should have been registered as a foreign limited liability company which is also how this entity is accounted for for Federal tax purposes. We apologize for our mistake and respectfully request you update the records in accordance with the enclosed application form and required attachments.

Please let me know if you have any questions or comments.

Be good,

A handwritten signature in black ink, appearing to read "Robert Althuis", with a horizontal line extending from the end of the signature.

Robert Althuis

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Acero International Ltd.

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 Althuis

Name of Person

Acero International Ltd.

Firm/Company

3150 SW 38th Ave, Suite 1305

Address

Miami, Florida 33146

City/State and Zip Code

legal@wayfare.com

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

For further information concerning this matter, please call:

Robert Althuis

305

928-2601

Name of Contact Person

at (_____) _____
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. Acero International Ltd. 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. British Virgin Islands 3. 98-1075951
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 1, 2015 (see cover letter for explanation)
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 3150 SW 38th Ave, Suite 1305
Miami, Florida 33146
(Street Address of Principal Office)

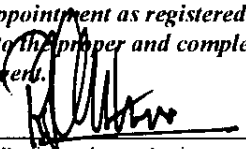
6. 3150 SW 38th Ave, Suite 1305
Miami, Florida 33146
(Mailing Address)

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

Name: Robert Althuis
Office Address: 3150 SW 38th Ave, Suite 1305
Miami, Florida 33146
(City) (Zip code)

Registered agent's acceptance:

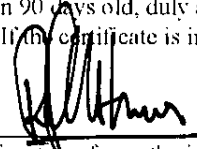
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


(Registered agent's signature)

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

WGP LLC, Manager

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.

Robert Althuis

Typed or printed name of signee

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**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**



44EDFE8AD8

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004 at the date of this certificate, the company,

ACERO INTERNATIONAL LTD.

BVI COMPANY NUMBER: 1739794

1. Is on the Register of Companies;
2. Has paid all fees and penalties due under the Act;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation;
6. Is not in liquidation under the Insolvency Act, 2003;
7. Is not in receivership under the Insolvency Act, 2003;
8. Is not in administrative receivership; and
9. Proceedings to strike the name of the company off the Register of Companies have not been instituted.

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REGISTRAR OF CORPORATE AFFAIRS

7th day of September, 2016

QUIJANO & ASSOCIATES (BVI) LIMITED

TRUST AND COMPANY MANAGEMENT


REGISTERED AGENT'S CERTIFICATE

We, **QUIJANO & ASSOCIATES (BVI) LIMITED**, duly authorized to act as Registered Resident Agent in the British Virgin Islands (hereinafter referred to as the "B.V.I.") under Class I Trust License Nr. CITL03993, with offices on Wickham's Cay II, Road Town, Tortola, B.V.I., and as registered resident agent for **ACERO INTERNATIONAL LTD.**, a Company duly incorporated under the Laws of the British Virgin Islands, (hereinafter referred to as the "Company"), do hereby certify that according to the records kept at the Company's Registered Office:

1. The Company was incorporated under the BVI Business Companies Act, 2004 on the 23rd day of October 2012 with BC Number 1739794.
2. The Register of Directors and Shareholders attached to this certificate are updated and in accordance to the current structure of the company.

Signed this 7th day of September, 2016.

For and on behalf of
QUIJANO & ASSOCIATES (BVI) LIMITED


Jamal Shaheen
Authorized Signatory

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WICKHAMS CAY II, OLD CLARENCE THOMAS BUILDING • P.O. BOX 3150 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS
Tel: +1 (284) 494-3638 • Fax: +1 (284) 494-7274 • EMAIL: QUIJANO@QUIJANO.COM • URL: WWW.QUIJANO.COM

GENEVA

ETUDE D'AVOCATS
23 RUE DE RIVE
1260 NYON, SWITZERLAND
TEL: (41) (22) 361 5562
FAX: (41) (22) 361 5583

LONDON

41 SOUTH AUDLEY STREET
LONDON W1K 2FS
UNITED KINGDOM
TEL: (44) (020) 7499-4654
FAX: (44) (020) 7495-1433

BELIZE

WITHFIELD TOWER 3RD FLOOR
4792 CONEY DRIVE
P.O. BOX 1825 BELIZE CITY
BELIZE, CENTRAL AMERICA

SEYCHELLES

SECOND FLOOR, CAPITAL CITY,
INDEPENDENCE AVENUE,
P.O. BOX 1186 VICTORIA,
MAHE, SEYCHELLES
TEL: +248 443 8897
FAX: +248 443 8888

PANAMA

SALDUBA BUILDING, 3RD FLOOR
53RD EAST STREET, MARBELLA
P.O. BOX 0816-02884
PANAMA, REPUBLIC OF PANAMA
TEL: (507) 269 2641
FAX: (507) 263 8079

Company Name: ACERO INTERNATIONAL LTD.
 Type of Company: LIMITED BY SHARES
 Register N°: 1739794

Incorporated under the British Virgin Islands Business Companies Act, 2004

REGISTER OF MEMBERS

Under the British Virgin Islands Business Companies Act, 2004, a Company shall keep a Register of Members. Until the directors otherwise determine, the magnetic, electronic or other data storage form shall be the original register of members. A share is deemed to be issued when the name of the shareholder is entered in the register of members.

Members' Name and Address	Share Certificate		Date Issued	Class and Series of shares(if any)	Transfer of Shares	
	No.	Qty. of Shares			Date of Transfer MM / DD / YYYY	Qty. of Shares Transferee
Wayfere Holdings LP with address at 3150 SW 38th Ave, Suite 1305, Miami, Florida 33146, United States	1	50,000	October 23, 2012	Ordinary		

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 TALLAHASSEE, FLORIDA

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ACERO INTERNATIONAL LTD.

Company Name:

LIMITED BY SHARES

Type of Company:

1739794

Register N°:

Incorporated under the British Virgin Islands Business Companies Act, 2004

REGISTER OF DIRECTORS

Under the British Virgin Islands Business Companies Act, 2004, a company shall keep a register to be known as Register of Directors. Until the directors otherwise determine, the magnetic, electronic or other data storage form shall be the original register of directors. At least one copy of the register of directors must be kept at Company's Registered Office in the BVI. Where a Company keeps a copy of the register of directors at the office of its registered agent it shall within 15 days of any changes in the register notify the registered agent, in writing of the change; and provide the registered agent the written record of the physical address of the place at which the original register of directors is kept.

Name of Director	Date of Birth/ Date of Incorporation	Place of Birth/ Jurisdiction	Nationality	Address	Date of Appointment	Date when ceased to be Director	Remarks
WGP LLC	October 11, 2012	USA	USA	1675 South Stone St., Suite 8, Dover 19901, Delaware, USA	October 23, 2012		

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