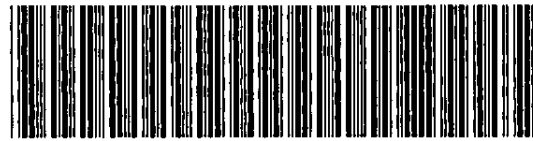


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W17-11296 NOT Avail

Office Use Only

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2017 MAR 10 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
MAR 14 2017



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2017

TIM SANDERS
13STH FLOOR INVESTMENTS
848 BRICKELL AVE, PH1
MIAMI, FL 33131

SUBJECT: FOUNTAINS, LLC
Ref. Number: W17000011296

2017 MAR 10 PM 12:12
TALLAHASSEE, FLORIDA

We have received your document for FOUNTAINS, 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 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.

The document number of the name conflict is L05000035713 "FOUNTAIN LLC".

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.

Karen A Saly
Regulatory Specialist II

Letter Number: 117A00002558

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Fountains, 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:

Tim Sanders
Name of Person

13th Floor Investments
Firm/Company

848 Brickell Avenue, PH1
Address

Miami, Florida 33131
City/State and Zip Code

tsanders@13fi.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elisa Seguin at (786) 220-0460
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. Fountains, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

FOUNTAINS EAST PB, 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. 37-1848092
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 23, 2017
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 848 Brickell Avenue, PH1
Miami, Florida 33131
(Street Address of Principal Office)

6. 848 Brickell Avenue, PH1
Miami, Florida 33131
(Mailing Address)

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TALLAHASSEE, FLORIDA

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Tim Sanders
Office Address: 848 Brickell Avenue, PH1
Miami, Florida 33131
(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.

[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:
Arnaud Karsenti, Authorized Member
848 Brickell Avenue, PH1
Miami, Florida 33131

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

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.
Arnaud Karsenti
Typed or printed name of signee

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOUNTAINS, 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 FIRST DAY OF FEBRUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOUNTAINS, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2017.

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

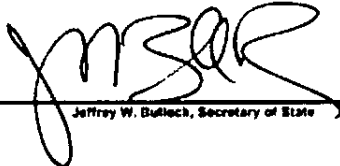
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SECRETARY OF STATE
JAILAH ASSEF, FLORIDA



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SR# 20170588622

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


Jeffrey W. Bullock, Secretary of State

Authentication: 201968902

Date: 02-01-17