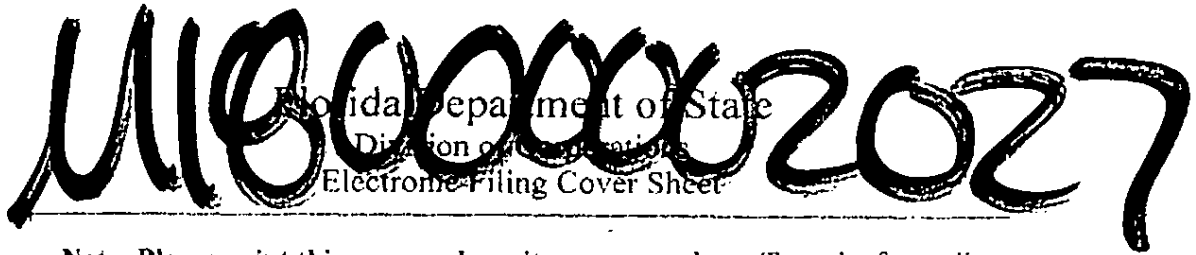


From:

02/26/2018 18:52

#901 P.001/004



Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : COGENCY GLOBAL, INC.
Account Number : I20000000098
Phone : (800) 221-0102
Fax Number : (800) 944-6607

****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
GROOT ENTERTAINMENT LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED
2018 FEB 27 A 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

21.

02/26/2018 18:52

#901 P.002/004

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Groot Entertainment 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:

David Grutman

Name of Person

Firm/Company

2201 Sunset Drive

Address

Miami Beach, FL 33140

City/State and Zip Code

dave@miami-mg.com

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

For further information concerning this matter, please call:

Megan Rockwell

212

490-2020

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

FILED
2018 FEB 27 A 11:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

From:

02/26/2018 18:53

#901 P.003/004

**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. Groot Entertainment 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

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

3. _____

(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. 2201 Sunset Drive

(Street Address of Principal Office)

Miami Beach, Florida 33140

6. 2201 Sunset Drive

(Mailing Address)

Miami Beach, Florida 33140

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

Name: David Grotman

Office Address: 2201 Sunset Drive

Miami Beach

(City)

Florida 33140

(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 and 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:

Title or Capacity:

Name and Address:

Title or Capacity:

Name and Address:

Manager

David Grotman

2201 Sunset Drive

Miami Beach, FL 33140

(Use attachments if necessary)

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)

10. 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.

(Signature of an authorized person)

David Grotman

(Typed or printed name of signer)

From:

02/26/2018 18:53

#901 P.004/004

Delaware

The First State

Page 1

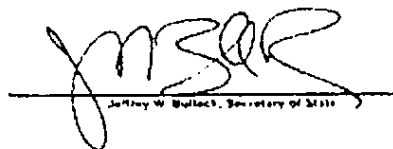
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROOT ENTERTAINMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GROOT ENTERTAINMENT LLC" WAS FORMED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2018.

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

FILED
2018 FEB 27 A 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

6762656 8300

SR# 20181385935

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

Authentication: 202214978

Date: 02-26-18