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Division of Corporations

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P.001/003

3/13/2018

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

From: Account Name : VCORP SERVICES, LLC
Account Number : 120080000067
Phone : (845)425-0077
Fax Number : (845)818-3588

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Foreign Limited Liability Company
Nuro Learning LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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S. WARREN

MAR 14 2018

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0202, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Nuro Learning LLC
(Name of foreign limited liability company; must include "limited liability company," "L.L.C.," or "LLC.")

(If more than one name adopted for the purpose of transacting business in Florida, the alternate name must include "limited liability company," "L.L.C.," or "LLC.")

2. DE
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

3. _____
(Date last transferred business in Florida, if prior to registration)
(See sections 605.0204 & 605.0205, F.S., to determine penalty liability.)

5. 350 Lincoln Rd
(Street Address of Principal Office)
Miami Beach, FL 33139

6. 350 Lincoln Rd
(Mailing Address)
Miami Beach, FL 33139

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

Name: Vcorp Services, LLC

Office Address: 5011 South State Road 7, Suite 106

Davie, Florida 33314
(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 have/has authority to manage is/are:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Member	Thomas R. DiBenedetto 350 Lincoln Rd Miami Beach, FL 33139	Member	Robert Dowdell 350 Lincoln Rd Miami Beach, FL 33139

(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 authorized person)

Thomas McNamara

(Typed or printed name of signer)

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TALLAHASSEE, FLORIDA

Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NURO LEARNING, 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 FIFTH DAY OF MARCH, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NURO LEARNING, LLC" WAS FORMED ON THE SIXTH DAY OF DECEMBER, A.D. 2017.

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



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SR# 20181714012

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202258630

Date: 03-05-18