

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grass River Capital Markets 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:

Mark A. Jefferis, Esq.
Name of Person
3650 REIT
Firm/Company
2977 McFarlane Road, Suite 300
Address
Coconut Grove, FL 33133
City/State and Zip Code
mjefferis@grassriver.com
E-mail address: (to be used for future annual report notification)

2011 FEB 9 PM 4:00

FILED

For further information concerning this matter, please call:

Mark A. Jefferis at (213) 448-5754
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. Grass River Capital Markets 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 3. 82-2262878
(Jurisdiction under the law of which foreign limited liability company is organized) (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. 2977 McFarlane Road, Suite 300 6. 2977 McFarlane Road, Suite 300
(Street Address of Principal Office) (Mailing Address)
Coconut Grove, FL 33133 Coconut Grove, FL 33133

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

Name: Jones Walker LLP, c/o Christopher M. Hinsley, Esq.
 Office Address: 201 South Biscayne Boulevard, Suite 2600
Miami, Florida 33131
(City) (Zip code)

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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.

Christopher M. Hinsley
(Registered agent's signature)

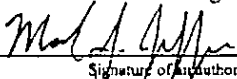
8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>AP</u>	<u>Tobin Cobb</u> <u>2977 McFarlane Rd Suite 300</u> <u>Coconut Grove, FL 33133</u>	<u>AP</u>	<u>Jonathan Roth</u> <u>100 Wilshire Blvd Suite 1845</u> <u>Santa Monica, CA 90401</u>
<u>AP</u>	<u>Justin Kennedy</u> <u>2977 McFarlane Rd Suite 300</u> <u>Coconut Grove, FL 33133</u>	_____	_____

(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

Mark A. Jeremi

Typed & printed name of signer

Delaware

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The First State

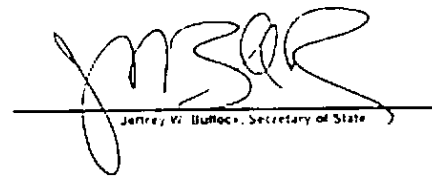
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRASS RIVER CAPITAL MARKETS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRASS RIVER CAPITAL MARKETS LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2017.

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

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Jeffrey W. Bullock, Secretary of State

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SR# 20182804340

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

Authentication: 202535355

Date: 04-18-18