

10/16/2018

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Kimberly Laughrey

Division of Corporations

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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Foreign Limited Liability Company
SmartPros, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

2018 OCT 16 PM 4:32

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10/17/18 DS

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. SmartPros, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "L.L.C.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC," or "L.L.C.")

2. Delaware

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

3. _____

(FEI number, if applicable)

4. 10/16/2018

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

5. 12 Skyline Dr.

(Street Address of Principal Office)

Hawthorne, NY 10532

6. 332 Front St. South

(Mailing Address)

La Crosse, WI 54601

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

By: C T Corporation System

(Registered agent's signature)

MARGARET E. ROUTZAHN
Special Assistant Secretary

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:

See Ex. A

(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.

Ashley Pomonis

Signature of an authorized person

Ashley Pomonis

Typed or printed name of signer

Exhibit A

8. Names and addresses of each manager:

Andrew Temte	332 Front Street South, La Crosse, WI 54601
Gregory Marino	6301 Kaplan University Avenue, Fort Lauderdale, FL 33309
Michael Peyer	332 Front Street South, La Crosse, WI 54601
David Adams	550 West Van Buren St., Suite 600, Chicago, IL 60607
Lisa Gefen Sicilian	6301 Kaplan University Avenue, Fort Lauderdale, FL 33309
Jeffrey Elie	750 Third Ave., New York, NY 10017
Kevin Corser	900 North Point Pkwy., Suite 250, Alpharetta, GA 30005
Ashley Pomonis	550 West Van Buren St., Suite 600, Chicago, IL 60607
Jennifer Friske	900 North Point Pkwy., Suite 250, Alpharetta, GA 30005

2018-10-16 14:00:45

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTPROS, 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 SIXTEENTH DAY OF OCTOBER, A.D. 2018.

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

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OCT 16 4 51 PM '18



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SR# 20187167983

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: 203621763

Date: 10-16-18