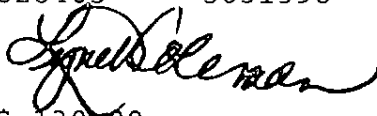




CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 628405 5031398

AUTHORIZATION : 

COST LIMIT : \$ 130.00

ORDER DATE : February 11, 2019

ORDER TIME : 9:41 AM

ORDER NO. : 628405-010

CUSTOMER NO: 5031398

FOREIGN FILINGS

NAME: THORNTONS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER: \_\_\_\_\_

**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. THORNTONS 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)

12/28/2011 - APPLICATION FILED IN CONNECTION WITH CONVERSION OF THORNTONS INC., A DELAWARE CORPORATION PREVIOUSLY AUTHORIZED TO TRANSACT BUSINESS IN FLORIDA UNDER F11000005195

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

5. \_\_\_\_\_ (Street Address of Principal Office)  
LOUISVILLE, KY 40245

6. 2600 JAMES THORNTON WAY (Mailing Address)  
LOUISVILLE, KY 40245

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

Name: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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 discharge of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Emily Croft  
 Corporation Service Company  
 By: *Emily Croft* **Asst. Vice President**  
(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>MBR</u>	<u>TLK OPERATING COMPANY L.L.C</u> <u>501 WESTLAKE PARK BLVD.</u> <u>HOUSTON, TX 77079</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.

*Susan Baur*  
Signature of an authorized person

SUSAN BAUR, AUTHORIZED PERSON  
Typed or printed name of signer

2019 FEB 12 AM 10:51  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FL

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THORNTONS 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 ELEVENTH DAY OF FEBRUARY, A.D. 2019.

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



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.

776093 8300

SR# 20190884630

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202236161

Date: 02-11-19