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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

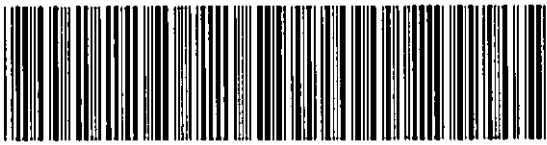
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2019 DEC -2 P 4 34
SECRETARY OF STATE
ALABAMA
MONTGOMERY, ALABAMA

JAN 03 2021
T. LEMIEUX

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. FUSION CAPITAL PARTNERS FUND II LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

FCP FUND II 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. 12/01/2019
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 323 SUNNY ISLES BLVD (Street Address of Principal Office)
SUITE 700
SUNNY ISLES BEACH, FLORIDA 33160
6. P.O BOX 802334 (Mailing Address)
MIAMI, FLORIDA 33280

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

Name: FUSION CAPITAL PARTNERS LLC
Office Address: 323 SUNNY ISLES BLVD SUITE 700
SUNNY ISLES BEACH, Florida 33160
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: Manager **Name and Address:** Name: RODIE BENSIMON
 Member Address: 323 SUNNY ISLES BLVD
 Authorized SUITE 700
 Person SUNNY ISLES BEACH, FL 33160
 Other _____ Other _____

Title or Capacity: Manager **Name and Address:** Name: _____
 Member Address: _____
 Authorized _____
 Person _____
 Other _____ Other _____

Manager **Name and Address:** Name: PETER AZCUE
 Member Address: 323 SUNNY ISLES BLVD
 Authorized SUITE 700
 Person SUNNY ISLES BEACH, FL 33160
 Other _____ Other _____

Manager **Name and Address:** Name: _____
 Member Address: _____
 Authorized _____
 Person _____
 Other _____ Other _____

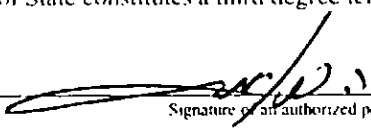
Manager **Name and Address:** Name: _____
 Member Address: _____
 Authorized _____
 Person _____
 Other _____ Other _____

Manager **Name and Address:** Name: _____
 Member Address: _____
 Authorized _____
 Person _____
 Other _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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

RODIE BENSIMON

 Typed or printed name of signee

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUSION CAPITAL PARTNERS FUND II 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-FIFTH DAY OF OCTOBER, A.D. 2019.

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



7668921 8300

SR# 20197745623

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.

Authentication: 203870796

Date: 10-25-19

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FUSION CAPITAL PARTNERS FUND II LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2019, AT 6:14 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7668921 8100
SR# 20197702977

Authentication: 203856738
Date: 10-24-19

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:14 PM 10/23/2019
FILED 06:14 PM 10/23/2019
SR 20197702977 - File Number 7668921

CERTIFICATE OF FORMATION

OF

FUSION CAPITAL PARTNERS FUND II L.L.C

FIRST: The name of the limited liability company (the **Company**) is:

Fusion Capital Partners Fund II LLC

SECOND: (a) The address of the registered office of the Company in Delaware is:

160 Greentree Drive, Suite 101
Dover, Delaware 19904

(b) The name of the Company's registered agent at the address of its registered office is:

National Registered Agents, Inc.

THIRD: The effective date of the formation is upon filing of the Certificate of Formation.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of this 23rd day of October 2019.

/s/ Susan R. McMaster

Susan R. McMaster, Authorized Person