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(City/State/Zip/Phone #)

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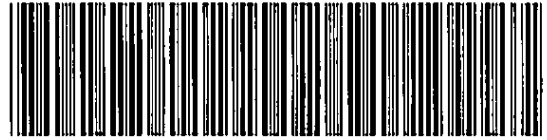
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 MAR 19 AM 9:15

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: HOTWIRE CO SPE, 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:

ANTONIO CONTARINI

Name of Person

HOTWIRE COMMUNICATIONS

Firm/Company

2100 WEST CYPRESS CREEK ROAD

Address

FORT LAUDERDALE, FL 33309

City/State and Zip Code

ANTONIO.CONTARINI@HOTWIRECOMMUNICATION.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANTONIO CONTARINI

954
at ()

406-1154

Name of Contact Person

Area Code

Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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. HOTWIRE CO SPE, 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. 84-4250445
(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. 251 LITTLE FALLS DRIVE 6. 251 LITTLE FALLS DRIVE
(Street Address of Principal Office) (Mailing Address)

WILMINGTON, DE 19808

WILMINGTON, DE 19808

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

Name: ANTONIO CONTARINI

Office Address: 2100 WEST CYPRESS CREEK ROAD

FORT LAUDERDALE, Florida 33309
(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)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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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]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input checked="" type="checkbox"/> Manager	Name: KRISTIN JOHNSON	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	3 BALA PLAZA EAST, SUITE 700	<input type="checkbox"/> Authorized	_____
Person	BALA CYNWYD, PA 19004	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

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 2020 MAR 19 AM 9:15
 CLERK OF DISTRICT COURT
 TAMPA, FLORIDA

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

ANTONIO CONTARINI

 Typed or printed name of signee

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOTWIRE CO SPE, 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 TWELFTH DAY OF MARCH, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOTWIRE CO SPE, LLC" WAS FORMED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2019.

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



7655768 8300

SR# 20202097313

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

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

Authentication: 202573568

Date: 03-12-20



TECHNOLOGY CENTER

ANTONIO R. CONTARINI
General Counsel

2100 West Cypress Creek Road
Fort Lauderdale, FL 33309
Direct: 954.406.1154
antonio.contarini@hotwirecommunication.com

March 10, 2020

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Dear Sir/Madam,

I am the General Counsel for Hotwire Communications and the foreign LLC, Hotwire CO SPE, LLC, for which we have submitted an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application"). Rather than the aforementioned Application, on January 14, 2020, a member of my team erroneously filed Articles of Organization for Florida Limited Liability Company for Hotwire CO SPE, LLC (Document # L20000021457). Today, March 10, 2020, Articles of Dissolution were filed for that entity in Florida and I am submitting the correct Application for the Delaware limited liability company of the same name.

I hereby confirm that we are not planning on revoking the dissolution of the Florida limited liability company, HOTWIRE CO SPE, LLC (Document # L20000021457) and am releasing the name so that we can register the correct entity, the Delaware limited liability company of the same name.

Please communicate me with directly at (954) 406-1154, if you have any questions. Thank you.

Sincerely,

Antonio R. Contarini
General Counsel

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence, this 10th day of March 2020, by Antonio Contarini, who is personally known to me.



Notary Public Signature
Print Notary Name: Catherine Vargas
My commission expires: February 12, 2023