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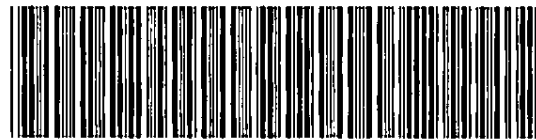
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COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Scratch & Clunk, 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:

Raj Kaur, Esq.

\_\_\_\_\_  
Name of Person

Dwyer, Spino & Goncalves, LLC

\_\_\_\_\_  
Firm/Company

300 Washington Street, Suite 450

\_\_\_\_\_  
Address

Newton, MA 02458

\_\_\_\_\_  
City/State and Zip Code

rkaur@dsglawllc.com

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

For further information concerning this matter, please call:

Stephen Rees, Esq.

\_\_\_\_\_  
Name of Contact Person

at ( 941 ) 907-0006

\_\_\_\_\_  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 14, 2021

RAJ KAUR, ESQ  
300 WASHINGTON ST STE 450  
NEWTON, MA 02458

SUBJECT: SCRATCH & CLUNK, LLC  
Ref. Nurnber: W21000003926

We have received your document for SCRATCH & CLUNK, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 321A00000892

RECEIVED  
FEB 11 2021

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. Scratch & Clunk, 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. Massachusetts  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(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. 7 Porter Road  
(Street Address of Principal Office)

6. 7 Porter Road  
(Mailing Address)

Andover, MA 01810

Andover, MA 01810

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

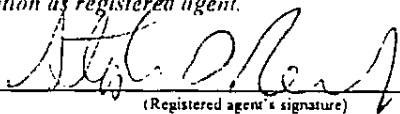
Name: Icard Merrill; Attn: Stephen D. Rees, Jr., Esq.

Office Address: 8470 Enterprise Circle, Suite 201

Lakewood Ranch, Florida 34202  
(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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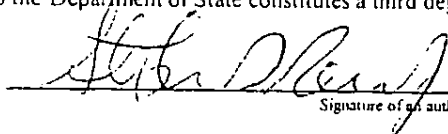
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<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: <u>Charles L. Smith</u>	<input checked="" type="checkbox"/> Manager	Name: <u>Ann C. Smith</u>
<input type="checkbox"/> Member	Address: <u>7 Porter Road</u>	<input type="checkbox"/> Member	Address: <u>7 Porter Road</u>
<input type="checkbox"/> Authorized	<u>Andover, MA 01810</u>	<input type="checkbox"/> Authorized	<u>Andover, MA 01810</u>
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 _____
 <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 _____

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

Stephen D. Rees, Jr.

\_\_\_\_\_  
 Typed or printed name of signee



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

January 28, 2021

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**SCRATCH & CLUNK, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **December 10, 2020.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:  
**CHARLES L. SMITH, ANN C. SMITH**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **CHARLES L. SMITH, ANN C. SMITH**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **CHARLES L. SMITH, ANN C. SMITH**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth