

NA 98 000000 489

Requestor's Name  
3900 Bald Eagle Lake Road  
Address  
Holly, MI 48442  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 200002372252-1  
-12/15/97-01079-002
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*265.00 \*\*\*\*\*265.00
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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DIVISION OF CORPORATIONS  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1198-489-5-19

Name Availability	CR 5-19
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 19, 1997

AL SCHORBERG  
3900 BALD EAGLE LAKE ROAD  
HOLLY, MI 48442

SUBJECT: ACS HOLDINGS, L.L.C.  
Ref. Number: W97000028312

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We have received your document for ACS HOLDINGS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 297A00059656

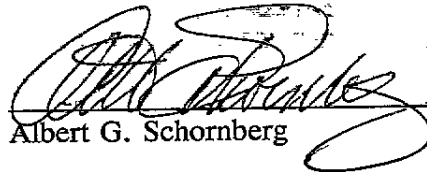
**ACS Holdings, L.L.C.**

**Unanimous Written Consent  
of the Board of Managers**

The undersigned, being the sole member of the Board of Managers of ACS Holdings, L.L.C., a Michigan limited liability company (the "Company"), hereby consents in writing, and without meeting, pursuant to the Michigan Limited Liability Company Act and Paragraph 9.5 of the Operating Agreement of the Company, to the following actions required or permitted to be taken at any meeting of the members:

The approval and adoption of the resolutions attached hereto, made a part hereof and identified as Exhibit "A."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of May 8, 1998.

  
Albert G. Schornberg

Being the sole member of the Board of  
Managers of the Company

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**ACS Holdings, L.L.C.**

**Resolutions of the Board of Managers**

WHEREAS, it is desirable for ACS Holdings, L.L.C., a Michigan limited liability company (the "Company"), to adopt an assumed name for the purposes of doing business in Florida;

NOW, THEREFORE, IT IS RESOLVED as follows:

1. That the Company shall adopt and do business in Florida under the assumed name of "Florida Nachos, L.L.C.;" and
2. That the Board of Managers is hereby authorized and empowered to take or cause to be taken all such further actions and to execute all such further agreements, documents, certificates and undertakings in the name and on behalf of the Company which it may deem necessary or appropriate for the Company to carry out the obligations of the Company under, to carry out the intent of and to accomplish the purpose of the foregoing resolutions; and
3. That all actions heretofore taken by any member of the Board of Managers of the Company in connection with the foregoing resolutions be, and they hereby are, ratified and approved in all respects.

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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ACS Holdings, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Michigan  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. August 8, 1997  
(Date of Organization)
5. 40 years = 2037  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Prospective  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 734 Calvert Avenue  
Port Charlotte, Florida 33948  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Albert G. Schornberg	Member		
280 Collier Blvd. #2306			
Marco Island FL 34145			

9. Attached is an original certificate of existence, not more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

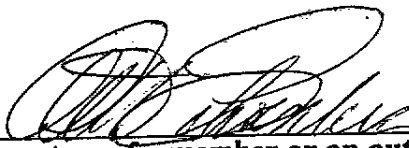
The undersigned member or authorized representative of a member of ACS Holdings, L.L.C.  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 100,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 100,000.00  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Albert G. Schornberg

Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ACS Holdings, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Albert G. Schornberg

(Name)

280 S. COLLIER BLVD. # 2306

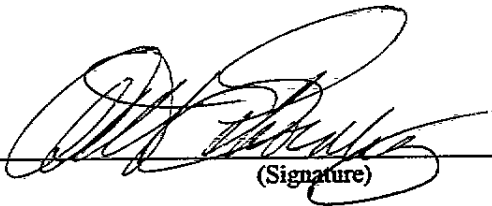
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Marco Island FL 34145

City/State/Zip

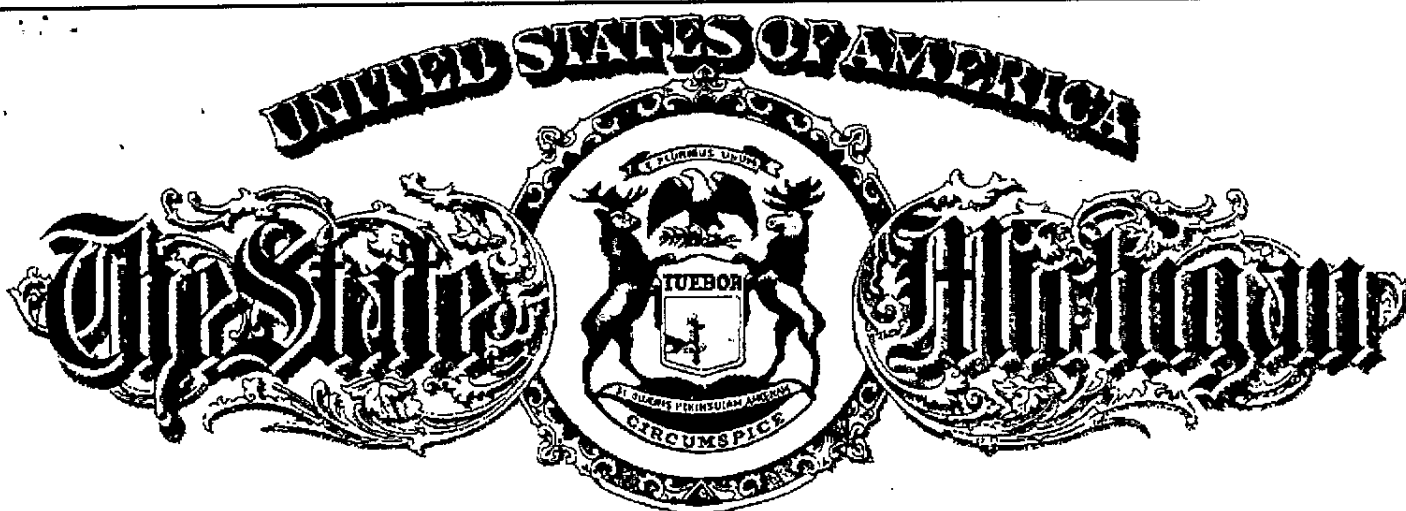
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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**



Lansing, Michigan

*This is to Certify That*

**ACS HOLDINGS, L.L.C.**

*a limited liability company formed under the laws of the State of MICHIGAN ,  
was authorized on August 8, 1997 to transact business in Michigan, and  
that said entity holds a valid certificate of authority to transact business in this state.*

*I FURTHER CERTIFY that as of this date, the Certificate of Authority has not been  
surrendered, suspended or revoked, and is in full force and effect.*

*This certificate is in due form, made by me as the proper officer, and is  
entitled to have full faith and credit given it in every court and office  
within the United States.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 8th day  
of May, 1998.*

*Julie Croll*

, Director

171J 0367637

Corporation, Securities and Land Development Bureau