

m99000000988



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Acorn Denver LLC

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

- ☐ Pick Up Time

- ☐ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

**NEED TODAY**

FILED  
99 JUN 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 JUN 30 PM 12:53

RECEIVED

NEW FILINGS	
Name	Acorn Denver LLC
Availability	Non-Exempt
Document	Limited Liability
Examiner	Domestication DCC
Updater	ncs
OTHER FILINGS	
Updater	
Verifier	
Acknowledgment	Foreign Name DCC
	Name Reservation
W. P. Verifier	DCC

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

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

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

5 pages

Ordered By:

m99000000988

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

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

1. Acorn-Denver LLC.  
(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. State of Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. June 9, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 767 Fifth Avenue, 26th Floor, New York, New York 10021  
(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:
<u>The Acorn Company, LLC</u>	<u>MGR</u>	_____	_____
<u>767 Fifth Avenue, 26th Fl.</u>	_____	_____	_____
<u>New York, New York 10021</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no 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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 JUN 30 PM 1:05  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

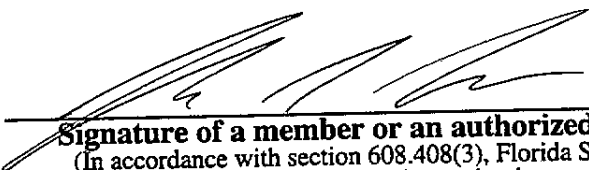
The undersigned member or authorized representative of a member of Acorn-Denver-LLC  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 10,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(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 \$ 10,000;  
(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.)

John G. Caruso, Esq.

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

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

FILED  
99 JUN 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Acorn-Denver, LLC

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

<u>NRAI Services, Inc.</u>	<b>FILED</b> 99 JUN 30 PM 12:55 SECRETARY OF STATE TALLAHASSEE, FLORIDA
(Name)	
<u>526 E. Park Avenue</u>	
Florida street address (P.O. Box <u>NOT</u> ACCEPTABLE)	
<u>Tallahassee, FL 32301</u>	
City/State/Zip	

*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.*

  
ASST. SECRETARY (Signature) ANTHONY J. ALEXANDER

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACORN-DENVER 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-NINTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACORN-DENVER LLC" WAS FORMED ON THE NINTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
99 JUN 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9838158

DATE: 06-29-99