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Florida Department of State
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To: ***FILE SECOND WITH H16000272378 3 FIRST***

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA/FOREIGN LP/LLLP
TB ALL FEES OPERATING LP

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,000.00

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TB All Fees GP LLC
19950 West Country Club Drive, 10th Floor
Aventura, FL 33180
(305) 937-6200 - (305) 682-4278
(305) 932-6389

November 2, 2016

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Application by Foreign Limited Liability Company and Foreign Limited Partnership for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Please be advised that TB All Fees Operating LP (the "LP"), will be an affiliate of TB All Fees GP LLC (the "LLC"), as such the LLC, hereby requests authorization to register the LP entity with the name variation of Operating LP at the end of its name. The LLC will serve as general partner to the LP.

Please note that the order in which the Applications should be filed is as follows:

- 1) TB All Fees GP LLC
- 2) TB All Fees Operating LP

If you have any questions, please do not hesitate to contact our corporate paralegal, Alma Herzowitz at (305) 682-4278.

Thank you,

TB All Fees GP LLC


Mario A. Romine
Manager

J

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. TB ALL FEES OPERATING LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. DELAWARE

3. October 31, 2016

State or Country of Formation

Date of Formation

4. Federal Employer Identification Number: 81-4304945

5. Name of Registered Agent for Service of Process and Florida Street Address:

NRAI Services, Inc.

1200 South Pine Island Road

Plantation, FL 33324

6. 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.

Handwritten signature: Kenneth Steves - VP

Signature of Registered Agent

7. Principal Office:

19950 W. Country Club Dr., 10th Floor

Aventura, FL 33180

8. Mailing Address:

19950 W. Country Club Dr., 10th Floor

Aventura, FL 33180

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9. If limited partnership is a limited liability limited partnership, check box.

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: TB All Fees GP LLC

Name of General Partner: _____

Street Address: 19950 W. Country Club Dr., 10th Floor

Street Address: _____

Aventura, FL 33180

Mailing Address: 19950 W. Country Club Dr., 10th Floor

Mailing Address: _____

Aventura, FL 33180

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 2nd day of November, 2016

TB All Fees GP LLC, a Delaware limited liability company

By: Marlo A. Romine Signature of a general partner
Marlo A. Romine, MGR of GP

The individual signing this document affirms that the facts stated herein are true and the individual is aware that 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.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TB ALL FEES OPERATING LP" 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 SECOND DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TB ALL FEES OPERATING LP" WAS FORMED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2016.

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



JWB
Jeffrey W. Bullock, Secretary of State

6198696 8300
SR# 20166460202
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203266103
Date: 11-02-16