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(Business Entity Name)

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09/07/05--01028--017 \*\*78.75

*09/29/05*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 SEP 28 PM 12: 01

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*6p*

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Menefee & Winer Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James E Winer

(Name of Person)

Menefee & Winer PC

(Firm/Company)

*WOS-4391*

887 W Marietta Street, NW; Cottage Suite 3

(Address)

Atlanta, GA 30318

(City/State and Zip code)

For further information concerning this matter, please call:

Jim Winer

(Name of Person)

at ( 404 ) 876-0793

(Area Code & Daytime Telephone Number)

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**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 16, 2005

JAMES E. WINER  
MENEFFEE & WINER PC  
887 W. MARIETTA STREET, NW, COTTAGE STE  
ATLANTA, GA 30318

SUBJECT: MENEFFEE & WINER INC.  
Ref. Number: W05000043191

We have received your document for MENEFFEE & WINER INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The last page of your application was left blank. Please list the titles, names, and addresses for your officers and directors, and please have one of them sign the bottom of the page.,

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 105A00057267

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Menefee & Winer Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Menefee & Winer Corp.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Georgia 3. 58-206661  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 7, 1992 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 887 W. Marietta Street, NW; Cottage Suite 3; Atlanta, GA 30318  
(Principal office address)

887 W. Marietta Steet, NW; Cottge Suite 3; Atlanta, GA 30318  
(Current mailing address)

8. Architectural Service  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Metropolitan Jax Lofts I, Ltd

Office Address: 421 W. Church Street; Suite 400

Jacksonville, Florida 30220  
(City) (Zip code)

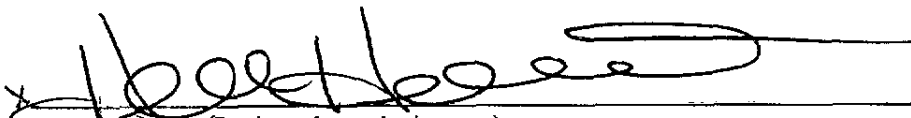
A05-1206

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TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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)

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

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS** N/A

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: Tony Menefee

Address: 887 W Marietta St NW; Cottage Suite 3  
Atlanta GA 30318

Vice President: Jim Winer

Address: 887 W Marietta St NW; Cottage Suite 3  
Atlanta GA 30318

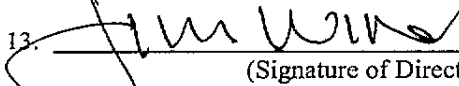
Secretary: Tony Menefee

Address: 887 W. Marietta St NW Cottage Suite 3 Atl GA 30318

Treasurer: Jim Winer

Address: 887 W Marietta St NW Cottage Suite 3 Atl GA 30318

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Jim Winer, Principal, Vice President  
(Typed or printed name and capacity of person signing application)

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 052640194  
CONTROL NUMBER : K213719  
DATE INC/AUTH/FILED: 07/08/1992  
JURISDICTION : GEORGIA  
PRINT DATE : 09/21/2005  
FORM NUMBER : 211

MENEFEE & WINER, P. C.  
GEORGIA MILLS  
887 W MARIETTA ST NW COTTAGE STE 3  
ATLANTA, GA 30318

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia  
~~hereby certify under the seal of my office that~~

**MENEFEE & WINER, P.C.**  
**A PROFESSIONAL CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

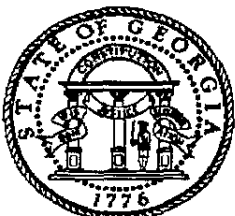
This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

SECRETARY OF STATE  
MALLAHUSSEIN, ROBERTA

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*Cathy Cox*

Cathy Cox  
Secretary of State