

William E. Stacey, Jr., Esq.
Attorney at Law

The Quay at 17th Street Causeway
Post Office Box 460053
Fort Lauderdale, Florida 33346

Tel (954) 761-9898
Fax (954) 771-2116
WilliamEStacey@aol.com

July 2, 2001

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/18/01--01009--029
***1100.00 ***1100.00

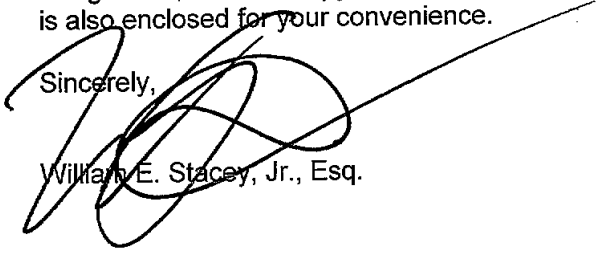
Re: Registration of LRT Management, LLC. -- a California LLC

Dear Madame Secretary:

Please register the above-described foreign LLC to transact business in Florida.
Enclosed you will find the registration form and registered agent form.

Also enclosed is my check in the amount of \$160.00 for filing fee, registered agent designation, certified copy and certificate of status. A self addressed stamped envelope is also enclosed for your convenience.

Sincerely,



William E. Stacey, Jr., Esq.

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****160.00 ****160.00

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01 SEP 14 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Undater	DCC
U.S. Notary Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Penalty

*Penalty 1,000.
AR 100.00*

G. TAX	_____
FILING	1,100.00
REGISTRATION FEE	_____
COPY	_____
TITLE	_____
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

MD10000002116

*(L210000)
855,734,2963*

*11 pages
MD10000015906*

✓

The Law Office of William Stacey, P.A.

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August 20, 2001

Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: LRT Management, LLC Reference # W01000015906

Dear Ms. Cushing:

I write to follow up on our telephone conversation this morning regarding my client, LRT Management, LLC., ("LRT"). I called to discuss your letter of July 11, 2001 and requested reduction of the amount you have stated as a penalty. You suggested that I write a letter of explanation.

LRT is a California limited liability company. I write to request the state to waive, or at least reduce the \$2,100.00 stated as a penalty fee. The basis for the request is that LRT really has transacted no significant business in the state of Florida. In fact, the only business activity would have been during the spring or early summer of 1999.

In 1999, LRT was employed as a consultant with Holiday Marine Sales, LLC, a California company. LRT considered entering into a business venture in Florida with Holiday Marine Sales. In that regard, LRT came to Florida in 1999 for "scouting" purposes. However, the proposed venture fell through. LRT's principal instead opened a different company, (Heart Marine, LLC), with others. As a favor, LRT in the summer of 1999 also performed some warranty work for a customer of Holiday Marine.

LRT has not transacted business or conducted any other affair in Florida than those described above. So, we believe that LRT's business activity in Florida is so isolated that we ask the state to waive the penalty. In the alternative, LRT conducted business in Florida for only a small portion of one year, 1999. Therefore, at most LRT should only have to pay a pro rated amount for the 3 to 6 months of 1999 business activity.

Please contact me at (954) 7761-9898 so that we may discuss this matter. Thank you for your time and consideration.

Sincerely,



WILLIAM E. STACEY, JR., ESQ.

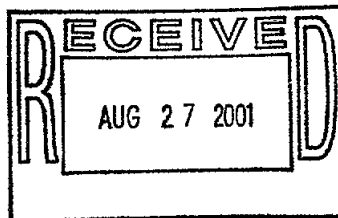
TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: August 24th, 2001
SUBJECT: LRT MANAGEMENT, LLC
REFERENCE: W01000015906

Pursuant to Mr. Stacey's letter of August 20th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 608, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (954) 771-2116

Please deliver the following pages to:

NAME: William E. Stacey, Esq.,

COMPANY: REL LRT Management, LLC

CITY/STATE: Fort Lauderdale, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
850-245-6514

DATE/TIME: 08/27/01 4:08 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter of August 20, 2001, and our subsequent conversation, regarding annual report fees and statutory penalties assessed against LRT Management LLC under section 608.502(4), Florida Statutes.

LRT Management, LLC, has filed an Application for a Certificate of Authority indicating it has transacted business in Florida since 19909. If this is correct, then an amount of \$2100.00 in penalties and annual report fees is now due, reflecting annual report fees from 1999 of \$100.00 and penalties for the same period assessed at the

statutory maximum of \$1000.00 per year. To avoid litigation, we would offer to settle the issue of foreign non-qualified penalties from LRT Management LLC for the sum of \$1100.00 reflecting annual report fees from 1999 of \$100.00 and penalties from 1999 of \$1000.00 assessed at the statutory minimum of \$500 per year.

Upon receipt of a check for \$1100.00 amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue LRT Management, LLC, a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Tracy at 850/245-6527.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

William Stacey, P.A.
Law Office

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WilliamEStacey@aol.com

September 11, 2001

Gerard T. York, Esq.
Office of General Counsel
LL-10
The Capitol
Tallahassee, Florida 32399-0250

Re: Certificate of Authority for LRT Management, LLC

Dear Mr. York:

This is in response to your fax-letter dated August 27, 2001 regarding a Certificate of Authority for my client, LRT Management, LLC. My client has agreed to accept your offer to issue the certificate in return for payment of a reduced fine of \$1,100.00.

Enclosed, per your instruction, you will find my check made payable to the Division of Corporations in the amount of \$1,100.00. These funds are furnished as acceptance of your offer. Please have the Division issue the Certificate of Authority as soon as possible.

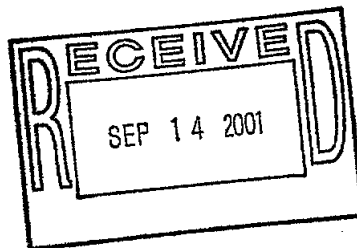
My client appreciates the State's understanding and cooperation in this matter. Please do not hesitate to contact me with any concern.

Sincerely,



William E. Stacey, Jr., Esq.

enc.





Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: September 14, 2001

RE: LRT Management, LLC

Based on my review of the file and the payments received from the LLC, it is my recommendation that this file be closed. LLC has paid outstanding report fees from 1999 of \$100.00 and foreign non-qualified penalties of \$1000.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

/gty



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2001

WILLIAM E. STACEY, JR., ESQ.
P.O. BOX 460053
FT LAUDERDALE, FL 33346

SUBJECT: LRT MANAGEMENT, LLC
Ref. Number: W01000015906

We have received your document for LRT MANAGEMENT, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,100.00.

Please return 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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 701A00040870

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

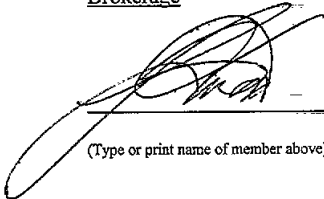
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

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

1. The Name of the Foreign Limited Liability Company is: LRT MANAGEMENT, LLC.
2. The Foreign Limited Liability Company was organized under the laws of The State of California
3. FEI number: N/A
4. Date of Organization: 04/17/1998
5. Duration: Perpetual
6. Date first transacted business in Florida: April, 1999
7. The street address in Florida of the principal office: 2945 West State Road 84, Suite A-1, Fort Lauderdale,
Florida 33312
8. The Foreign Limited Liability Company is, is not manager-managed.
9. The name(s) and usual address(es) of the managing members or managers is (are):

Rick Torgerson
2945 West State Road 84
Suite A-1
Fort Lauderdale, Florida 33312

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the office
having custody of records in the jurisdiction under the law of which it is organized.
11. The nature of business or purposes to be conducted or promoted in Florida is: Yacht Dealership and/or
Brokerage



(Type or print name of member above)

, Member

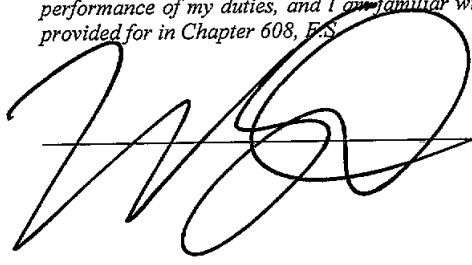
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Foreign Limited Liability Company is: LRT MANAGEMENT, LLC.
2. The name of the registered agent is: William E. Stacey, Jr.
3. The Florida street address registered office is: 2945 West State Road 84, Suite A-1, Fort Lauderdale, Florida 33312

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 as provided for in Chapter 608, F.S.

 07/02/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of April, 1998, **LRT MANAGEMENT, LLC**, was recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 7th day of June, 2001.

Bill Jones
BILL JONES
Secretary of State



FILED
01 SEP 14 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA