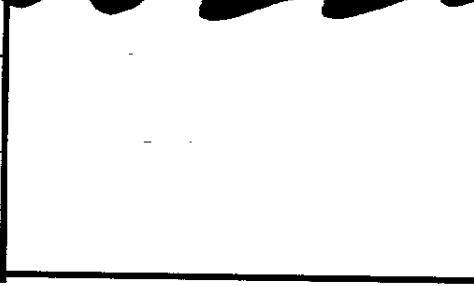


M01000002229

Requester Name

Address

City/State/Zip Phone #



Office Use Only

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

- 1. ASGARD HOLDING, LLC (Corporation Name) 900004424589--3 (Document #)
2. WOI-14391 (Corporation Name) -06/18/01--01090--001 (Document #) *****25.00 *****25.00
3. 900004424589--3 (Corporation Name) (Document #)
4. *****100.00 *****100.00 (Corporation Name) (Document #)

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

NEW FILINGS

- Profit
Not for Profit
Limited Liability
Domestication
Other

AMENDMENTS

- Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS

- Annual Report
Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
Limited Partnership
Reinstatement
Trademark
Other

WR 10/2/01

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DIVISION OF CORPORATIONS
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Examiner's Initials

8p



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2001

ASGARD HOLDING, LLC
305 SOUTH ANDREWS AVE., SUITE 505
FORT LAUDERDALE, FL 33301

SUBJECT: ASGARD HOLDING, LLC
Ref. Number: W01000014391

We have received your document for ASGARD HOLDING, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Certificate original
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 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) 487-6051.

Lee Rivers
Document Specialist

Letter Number: 301A00037819

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2015-60

305 South Andrews Ave., Suite 505
Ft. Lauderdale, FL 33301

August 1, 2001

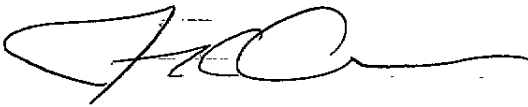
Florida Department of State
Division of Corporations
Attn: Mr. Lee Rivers, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: Asgard Holding LLC

Dear Mr. Rivers:

As per our conversation last month, I am returning the original materials concerning our registration as a foreign limited liability company and for a fictitious name registration. As we talked about it looks as though our materials were rejected due to confusion with another business in Florida with a similar name but it is not in compliance. The company was labeled "Inc." whereas we are "LLC". Per your request I have enclosed the original letter from the Texas Comptroller dated July 25, 2001, which certifies our good standing as a Texas Limited Liability Company. Please let me know if you should have any questions at 612-596-3260.

Sincerely,



Jon K. Crow
Vice President

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2001

JON K. CROW
ASGARD HOLDING, LLC
305 SOUTH ANDREWS AVE., SUITE 505
FORT LAUDERDALE, FL 33301

SUBJECT: ASGARD HOLDING, LLC
Ref. Number: W01000014391

We have received your document for ASGARD HOLDING, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for your letter of August 1, 2001. Unfortunately the certificate you submitted is not the same as the one we require. Please contact the Texas Secretary of State to obtain the correct certificate. Because the Fictitious Name filing depends on this filing, we are returning that application and check. Please return them when you submit the certificate of existence from the Texas Secretary of State.

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: 501A00045730

*Sec. of
- Cert. of Exist.*

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Asgard Holding, LLC
305 South Andrews Ave., Suite 505
Fort Lauderdale, FL 33301

September 26, 2001

Florida Department of State
Attn: Lee Rivers
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref. Number W01000014391

Dear Mr. Rivers:

I have enclosed the proper documentation needed from the Texas Secretary of State.
Please let me know if there is anything else needed. Thank you for your help.

Sincerely,



Jon K. Crow
Vice President – Finance

Phone: 612-718-4669

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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. ASGARD HOLDING, LLC
(Name of foreign limited liability company)

2. Texas 3. 76-0628036
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/29/99 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 5/1/01
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 305 South Andrews Ave., Suite 505
Fort Lauderdale, FL 33301
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Christopher Day, 305 S. Andrews Ave., Suite 505 Ft. Lauderdale, FL 33301

Jon K. Crow, 950 Gemini Ave., Suite 6 Houston, TX 77058

Larry W. Day, 950 Gemini Ave., Suite 6 Houston, TX 77058

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Technology / Information Services

[Signature]
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jon K. Crow
Typed or printed name of signee

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**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:

ASGARD HOLDING, LLC

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

Christopher W. Day
(Name)

11433 N.E. 6th Avenue
Florida street address (P.O. Box NOT ACCEPTABLE)

Biscayne Park FL 33161
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 as provided for in Chapter 608, F.S..

Christopher W. Day
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Organization for ASGARD HOLDING, LLC (filing number: 706104222), a Domestic Limited Liability Company (LLC), was filed in this office on December 29, 1999.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 10, 2001.

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A handwritten signature in cursive script that reads "Henry Cuellar".

Henry Cuellar
Secretary of State