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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

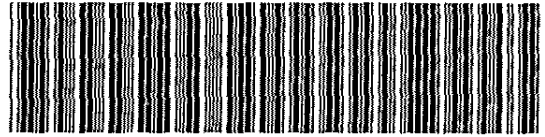
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> where strategy and results meet

June 29, 2004

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

RE: SMG-II, LLC


Dear Sir or Madam:

Enclosed is an Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida for SMG-II, LLC. We have also enclosed a duplicate copy to be stamped and returned to the following address:

Anders Minkler & Diehl, LLP
Attn: Michelle Hagen, CPA
705 Olive, 10th Floor
St. Louis, MO 63101

If you have any questions, please contact Michelle Hagen at (314) 655-5549.

Sincerely,


Daniel J. Renz, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. SMG-II, LLC
(Name of foreign limited liability company)
- 2. MISSOURI 3. 20-0296559
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. 10-03-2003 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. 07/01/2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. ONE CITY PLACE DRIVE, SUITE 350
ST. LOUIS, MO 63141-7082
(Street address of principal office)

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

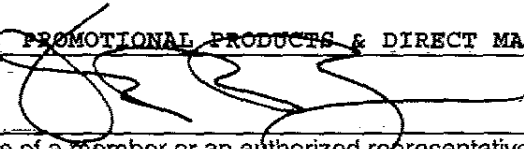
9. The name and usual business addresses of the managing members or managers are as follows:
SEE ATTACHMENT A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

MARKETING SERVICES, PROMOTIONAL PRODUCTS & DIRECT MAIL

X

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.)

DANIEL J. RENZ
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

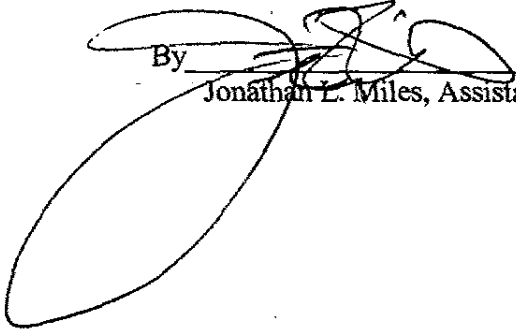
RE: SMG-II, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company, C T Corporation System, 1200 South Pine Island Road, Plantation, Fla. 33324, hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the required duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

Dated: June 24, 2004

C T CORPORATION SYSTEM

By


Jonathan L. Miles, Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ATTACHMENT A

FLORIDA

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

FOR

SMG-II, LLC

Listing of Managers

Raymond F. Bentele, Trustee
Raymond F. Bentele Rev. Trust DTD 6/21/83
2320 Todforth Way
St. Louis, MO 63131-3136

F. Gilbert Bickel, III, Manager
Eagle River, LLC
30 Huntleigh Woods
St. Louis, MO 63131-4813

Michael Harper, Manager
El Grande Huevos, LLC
11961 Tech Road
Silver Springs, MD 20904

Edward F. Ryan, Manager
EFR/Summit, LLC
10 Fair Oaks
St. Louis, MO 63124

Daniel J. Renz, Manager
Demeter Holdings, LLC
410 Conway Aire
Creve Coeur, MO 63141-8638

Robert K. Crutsinger, Manager
Crutsinger Family, LLC
12001 Wiltshire Place
St. Louis, MO 63131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

SMG-II, LLC
LC0545163

was created under the laws of this State on the 3rd day of October, 2003, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of June, 2004

Matt Blunt

Secretary of State

