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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

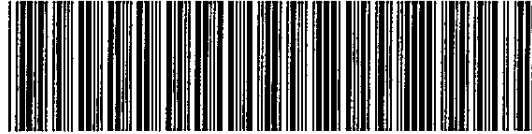
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HOMESPUN LLC, a Mississippi limited liability company
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

William L. Shappley
(Name of Person)

Wheless, Shappley, Bailess, & Rector, LLP, Attorneys at Law
(Firm/Company)

P. O. Box 991
(Address)

Vicksburg, MS 39181-0991
(City/State and Zip Code)

For further information concerning this matter, please call:

William L. Shappley at (601) 636.88451 Ext. 24
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. HOMESPUN LLC (Name of Foreign Limited Liability Company)

2. Mississippi (MS) (Jurisdiction under the law of which foreign limited liability company is organized) 3. Federal Tax ID: 20-1506907 (FEI number, if applicable)

4. 08/19/2004 (Date of Organization) 5. 08/18/2080 (Duration: Year limited liability company will cease to exist or "perpetual")

6. None transacted to date (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1 Osage Trail Vicksburg, MS 39180 (Street Address of Principal Office)

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

9. The name and usual business addresses of the managing members or managers are as follows Philip A. Pollock, Member & Manager, 1 Osage Trail, Vicksburg, MS 39180 Cheryl E. Pollock, Member & Manager, 1 Osage Trail, Vicksburg, MS 39180

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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: Lease/manage real property for third-party owned improved real property.

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.) Philip A. Pollock, a Member and Manager Typed or printed name of signee

**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:

HOMESPUN LLC, a Mississippi limited liability company duly qualified in Florida

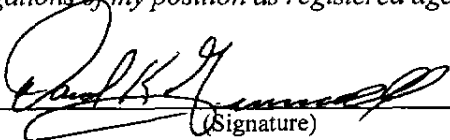
2. The name and the Florida street address of the registered agent and office are:

David K Gemmell
(Name)

3960 W. Navy Blvd Ste 21
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Pensacola, FL 32507
City/State/Zip

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, Florida Statutes.


(Signature)

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FLORIDA

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

State of Mississippi

Office of the Secretary of State

Eric Clark, Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

HOMESPUN LLC

Formed August 19, 2004

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

1 OSAGE TRAIL
VICKSBURG MS 39180

and that the registered agent at that address is:

POLLOCK, PHILIP A

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
August 27, 2004

A handwritten signature in cursive script that reads "Eric Clark".

ERIC CLARK
Secretary of State