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Merle H. Koontz
Tel 423.321.0304
Fax 423.508.1304
mkoontz@cbslawfirm.com

September 17, 2004

Via Federal Express
Ms. Marsha Thomas
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Application by Foreign Limited Liability Company for Authorization to Transact Business

Dear Ms. Thomas:

In accordance with your telephone conference with Ronald D. Gorsline of our office on September 14, 2004, enclosed are the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for ACA Financial, LLC and the Designation of Registered Agent. As you and Ron discussed, you said that the name of this California limited liability company is acceptable for filing in Florida even though the name is similar to ACA Financial Corp. Also enclosed are the Transmittal Letter Form, our check in the amount of \$130.00 in payment of the filing fee of \$125.00 and for the \$5.00 fee for the Certificate of Status.

A Certificate of Existence issued by the California Secretary of State is also enclosed.

We have enclosed a completed Federal Express Airbill for your ease in returning the filed document to us. Your assistance is appreciated. If you have questions, please contact us at the phone or e-mail number shown above..

Very truly yours,

Merle H. Koontz
Paralegal

Enclosures

cc, without enclosures: Mr. John Lie-Nielsen
Mr. Ronald D. Gorsline

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ACA Financial, LLC
(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:

Merle H. Koontz
(Name of Person)

Chambliss, Bahner & Stophel, P.C.
(Firm/Company)

1000 Tallan Building, Two Union Square
(Address)

Chattanooga, Tennessee 37402-2500
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Merle H. Koontz at (423) 321-0304
(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

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. ACA Financial, LLC (Name of Foreign Limited Liability Company)

2. California (Jurisdiction under the law of which foreign limited liability company is organized) 3. 94-3319147 (FEI number, if applicable)

4. 04/21/02 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 7, 2004 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 200 SE 1st Street, Suite 800, Miami, Florida 33131 (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:

John M. Lie-Nielsen, 200 SE 1st Street, Suite 800, Miami, Florida 33131

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: management company

Merle H. Koontz

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.)

Merle H. Koontz, Authorized Representative

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 OF 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:

ACA Financial, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, Florida Statutes.

Stephanie Thomas, Special Asst. Secy.
(Signature)

\$ 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 California



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

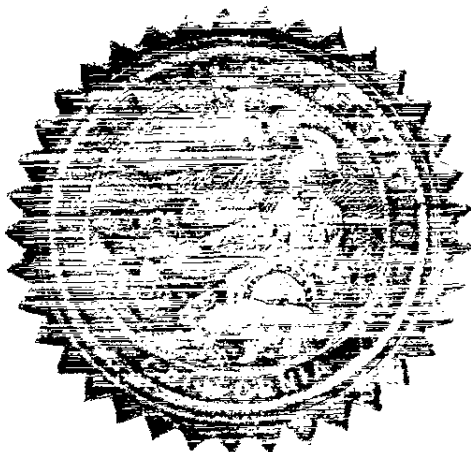
I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 21st day of April, 2000, ACA FINANCIAL LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; 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 day of September 15, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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