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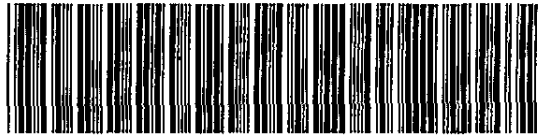
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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W05-3/5/4

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Avonlea Antique Mall, 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:

Arthur F. Graf, III
(Name of Person)

Avonlea Antique Mall, LLC
(Firm/Company)

5900 Balcones Drive, Suite 260
(Address)

Austin, TX 78731±
(City/State and Zip Code)

For further information concerning this matter, please call:

Arthur F. Graf, III at (512) 418-0061
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 28, 2005

ARTHUR F. GRAF, III
AVONLEA ANTIQUE MALL, LLC
5900 BALCONES DRIVE, SUITE 260
AUSTIN, TX 78731

SUBJECT: AVONLEA ANTIQUE MALL, LLC
Ref. Number: W05000031514

We have received your document for AVONLEA ANTIQUE MALL, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The company cannot serve as its own Manager. Please change number 9 to an individual person or another company.,

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 905A00043610

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. Avonlea Antique Mall, LLC (Name of Foreign Limited Liability Company)

2. State of Texas (Jurisdiction under the law of which foreign limited liability company is organized) 3. 32-0150307 (FEI number, if applicable)

4. April 5, 2005 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 5900 Balcones Drive, Suite 260 Austin, TX 78731 (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:

Avonlea Antique Mall, LLC ARTHUR F. GRAF, III JOHN T. ORTON
5900 Balcones Drive, Suite 260 5900 BALCONES DR., STE. 260 5900 BALCONES DR., STE 260
Austin, TX 78731 AUSTIN, TX 78731 AUSTIN, TX 78731

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: Rental of floor space to Antique dealers and sales of goods at retail

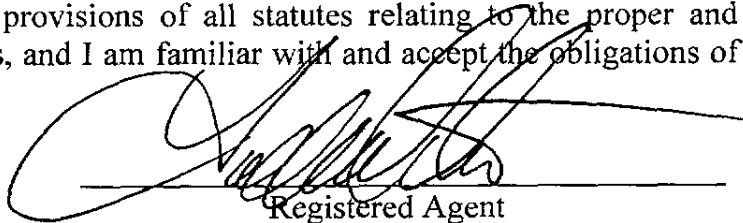
Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Arthur F. Graf, III Typed or printed name of signee

**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 that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Avonlea Antique Mall, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.



Registered Agent

Dated: 6/21/05

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



Roger Williams
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 Avonlea Antique Mall, LLC (filing number: 800475586), a Domestic Limited Liability Company (LLC), was filed in this office on April 04, 2005.

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 May 31, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State