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2005 OCT 10 P 1:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Marshall Holdings, L.L.C.
(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 Scott Foster

(Name of Person)

Anchors Smith Grimsley, P.L.

(Firm/Company)

909 Mar Walt Drive, # 1014

(Address)

Fort Walton Beach, FL 32547

(City/State and Zip Code)

For further information concerning this matter, please call:

William Scott Foster

(Name of Person)

at (850) 863-4064

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

7/11/05

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Marshall Holdings, L.L.C.
(Name of Foreign Limited Liability Company)

2. Wyoming
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. July 26, 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)

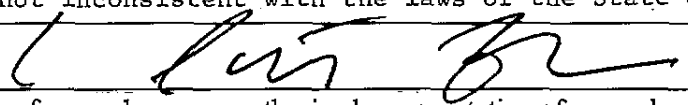
7. c/o William R. Marshall, MD
928-D Mar Walt Drive, Fort Walton Beach, FL 32547
(Street Address of Principal Office)

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:
William R. Marshall, MD
928-D Mar Walt Drive
Fort Walton Beach, FL 32547

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: Transacting any and all lawful business not inconsistent with the laws of the State of Wyoming



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.)

William Scott Foster

Typed or printed name of signer

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

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SECRET, THE STATE OF FLORIDA
ALCHAMISTE, FLORIDA

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:

Marshall Holdings, L.L.C.

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

William Scott Foster

(Name)

909 Mar Walt Drive, # 1014

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

Fort Walton Beach

FL

32547

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)

\$ 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 Wyoming

Office of the Secretary of State



United States of America, }
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that MARSHALL HOLDINGS, L.L.C. , a limited liability company organized under the laws of the State of Wyoming, did on 07/26/2005 , file its Articles of Organization in the Office of the Secretary of State of Wyoming, and is in good standing at the date of this certificate.

I FURTHER CERTIFY that this certificate is not to be construed as an endorsement, recommendation, or notice of approval of the limited liability company's financial condition or business activities and practices, as this information is not available from the records of this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 30th day of September A.D., 2005.



Joseph B Meyer

Secretary of State

By *Linda Merrill*
