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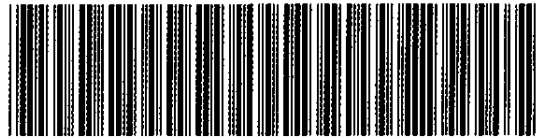
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

JAN 26 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Annabellas Asset Management 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:

Linda A. Hoffman
(Name of Person)

Carver Darden Law Firm
(Firm/Company)

1300 W. Main Street
(Address)

Pensacola, FL 32502
(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Linda A. Hoffman at (850) 266-2600
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2009

LINDA A. HOFFMAN
1300 W. MAIN STREET
PENSACOLA, FL 32502

SUBJECT: ANNABELLAS ASSET MANAGEMENT LLC
Ref. Number: W09000001276

We have received your document for ANNABELLAS ASSET MANAGEMENT LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 809A00000947

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. **Annabellas Asset Management LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **Mississippi**

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

3.

(FEI number, if applicable)

4. **December 24, 2008**

(Date of Organization)

5. **Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

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

7. **N/A** 2303 E. Pass Road, Gulfport, MS 39507

(Street Address of Principal Office)

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

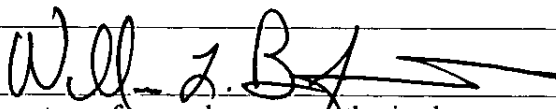
9. The name and usual business addresses of the managing members or managers are as follows:

William L. Brumfield, P.O. Box 1380, Ocean Springs, MS 39566

Steve Abdo, 6724 Tunica Street, Biloxi, MS 39532

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: **Any lawful business**



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 L. Brumfield, Member

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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**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:

Annabellas Asset Management LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

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

Carver, Darden, Koretzky, Tessier, Finn, Blossman & Areaux, LLC

(Name)

1300 W. Main Street

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

Pensacola, FL 32502

FL

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.

Carver, Darden, Koretzky, Tessier, Finn, Blossman & Areaux, LLC

By: Linda A. Hoffman

(Signature)

Linda A. Hoffman, Counsel

\$ 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
C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMANN, JR., 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:

ANNABELLAS ASSET MANAGEMENT LLC

Formed December 24, 2008

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:

3103 PASCAGOULA STREET
PASCAGOULA MS 39567

and that the registered agent at that address is:

RANKIN, C. SCOTT

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
January 5, 2009

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State