

M9700000345

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OF COUNSEL:  
\*WILLIAM J. PAYNE

June 3, 1997

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/06/97--01021--001  
\*\*\*\*140.00 \*\*\*\*140.00  
800002214238--6  
-06/17/97--01027--003  
\*\*\*\*145.00 \*\*\*\*145.00

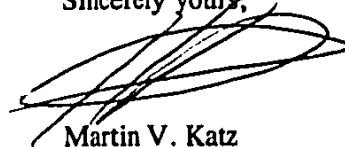
Re: Midwest Centers, Ltd., a Limited Liability Company  
Our File No. 12/337/1

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the following documents: Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; Affidavit of Membership and Contributions of Foreign Limited Liability Company; Certificate of Designation of Registered Agent/Registered Office; and Certificate of Good Standing issued by the Secretary of State in Columbus, Ohio. Finally, enclosed find a check in the amount of \$140.00 to cover the filing fees. Please send me back a stamped copy of each of the documents listed above.

Thank you for your prompt assistance in this matter.

Sincerely yours,



Martin V. Katz

MVK/lmf  
Enclosures

cc: Mr. Alvin Lipson, President  
Ronald Goret, Esq.

Name Availability	RL 6-16
Document Examiner	RL
Updater	RL
Updater Verifier	RL
Acknowledgment	RL
W. P. Verifier	RL

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

M97-345



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 6, 1997

MARTIN V. KATZ  
P.O. BOX 3888  
WEST PALM BEACH, FL 33401-4025

SUBJECT: MIDWEST CENTERS, LTD., A LIMITED LIABILITY COMPANY  
Ref. Number: W97000013328

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 AM 9:59

We have received your document for MIDWEST CENTERS, LTD., A LIMITED LIABILITY COMPANY and check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included in order for this document to be filed.

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 (904) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 697A00030693

The Law Offices of  
**MOYLE  
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MICHAEL A. WEEKS  
WILTON L. WHITE**

**OF COUNSEL:  
\*WILLIAM J. PAYNE**

June 12, 1997

Ms. Tammi Cline  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

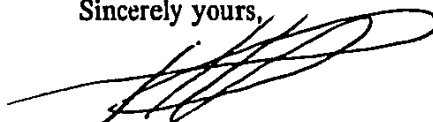
Re: **Midwest Centers, Ltd., a Limited Liability Company  
Reference No. W97000013328  
Letter No. 697A00030693**

Dear Ms. Cline:

Enclosed please find a check in the amount of \$145.00 payable to the Florida Department of State along with a copy of your letter to us dated June 6, 1997.

Kindly process our document accordingly.

Sincerely yours,



Martin V. Katz

MVK/lmf  
Enclosure

cc: **Mr. Alvin Lipson, President (w/enc.)  
Ronald J. Goret, Esq. (w/enc.)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 AM 8:58

**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:

97 JUN 16 AM 8:58  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

1. Midwest Centers, Ltd., a limited liability company  
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." not so contained in the name at present.)
2. Ohio  
 (Jurisdiction under the law of which foreign limited liability company is organized.)
3. 31-1173074  
 (FEI number, if applicable)
4. September 21, 1994  
 (Date of Organization)
5. Perpetual  
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of Registration in State of Florida  
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3307 Clifton Avenue  
Cincinnati, Ohio 45220  
 (Street address of principal office)

List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Alvin Lipson</u>	<u>MGR</u>	_____	_____
<u>425 LaFayette</u>	_____	_____	_____
<u>Cincinnati, Ohio 45220</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 AM 8:58

The undersigned member or authorized representative of a member of Midwest Centers, Ltd.

\_\_\_\_\_ deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is: \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is: \$2,636,000.00  
  
The property contributed consisted of all rights and interest in Midwest Centers, an Ohio general partnership, with an agreed value of \$2,636,000.00.
- 4) the amount of cash or property anticipated to be contributed by member(s) is this total includes amounts from 2 and 3 above. \$ 0.00
- 5) the total amount of cash or property anticipated to be contributed by member(s) is: \$2,636,000.00

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Midwest Centers, Ltd.

2. The name and address of the registered agent and office is:

Martin V. Katz

(Name)

625 North Flagler Drive, 9<sup>th</sup> Floor


(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, Florida 33401-4025

(City/State/Zip)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 AM 8:58

*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.*

  
\_\_\_\_\_  
(Signature)

6/2/97  
\_\_\_\_\_  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.



*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show MIDWEST CENTERS, LTD., an Ohio Limited Liability Company, Registration No. 882081, was organized within the State of Ohio on September 21, 1994 and is currently in FULL FORCE AND EFFECT upon the records of this office.*



*WITNESS my hand and official  
seal at Columbus, Ohio this  
28th day of May, A.D. 1997*

*Bob Taft*

Bob Taft  
Secretary of State