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RICHARD C. JANS, P.A.

380 WEST ALFRED STREET
P.O. Box 1070
TAVARES, FLORIDA 32778-1070
(352) 742-1060
FAX (352) 742-1068

June 16, 1999

Overnight Delivery/ Via UPS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Advisors International, Inc./Advisors International, LLC

Dear Gentlemen:

Enclosed are an original and one copy of the duly executed Articles of Dissolution regarding Advisors International, Inc. Also enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (with the accompanying Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office) as required by the provisions of Chapter 608 of the Florida Statutes. For your information the shareholders of Advisors International, Inc. are continuing as members of Advisors International, LLC.

Also enclosed is the original Certificate of Formation executed by the Registrar of Companies of the Island of Nevis regarding the proper formation of the Advisors International, LLC and a firm check in the amount of \$381.25 for payment of the following fees:

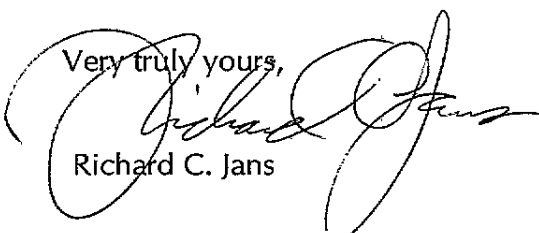
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|--|----------|
| 1. Filing fee for Articles of Dissolution | \$ 35.00 |
| 2. Filing fee for Application of the foreign limited liability company and Affidavit | \$250.00 |
| 3. Designation of Registered Agent for the foreign LLC | \$ 35.00 |
| 4. Certified Copy of filed Application | \$ 52.50 |
| 5. Certificate of Status regarding Advisors International, LLC. | \$ 8.75 |

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TALLAHASSEE, FLORIDA

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If you have any questions with respect to any of the enclosed items, please call me as soon as possible. Otherwise, I appreciate your prompt attention to these important matters.

Very truly yours,

Richard C. Jans

**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. Advisors International, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Nevis 3. 59-3581377
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 8, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. June 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 380 West Alfred Street, Tavares, Florida 32778

(Street address of principal office)

8. 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>Richard C. Jans</u>	<u>MGR</u>	_____	_____
<u>380 W. Alfred St.</u>		_____	
<u>Tavares, FL 32778</u>		_____	
<u>Sharon Larson</u>	<u>MGR</u>	_____	_____
<u>380 W. Alfred St.</u>		_____	
<u>Tavares, FL 32778</u>		_____	
<u>Terry M. Haynes</u>	<u>MGR</u>	_____	_____
<u>380 W. Alfred St.</u>		_____	
<u>Tavares, FL 32778</u>		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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 DIVISION OF CORPORATIONS
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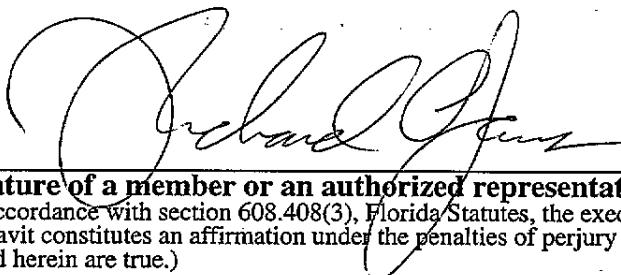
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Advisors
International, LLC certifies:

- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$500,000;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$235,000;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$735,000
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Richard C. Jans

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**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:

Advisors International, LLC

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

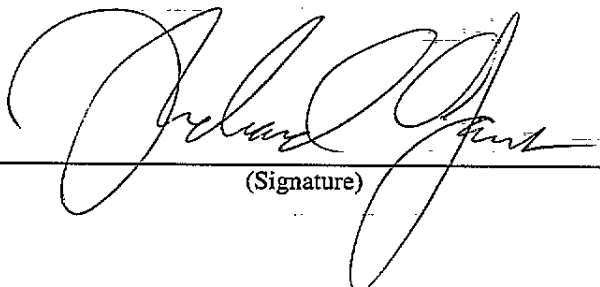
Richard C. Jans
(Name)

380 West Alfred Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tavares FL 32778
City/State/Zip

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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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES

CERTIFICATE OF FORMATION

I HEREBY CERTIFY that

ADVISORS INTERNATIONAL, LLC

is duly formed and has filed articles of organization under the provisions of
the Nevis Limited Liability Company Ordinance 1995, as amended, on

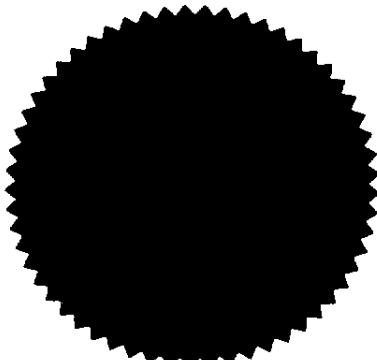
June 8, 1999

Given under my Hand & Seal at Charlestown
this *8th* day of *June* 19*99*



Registrar of Companies

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DIVISION OF CORPORATIONS
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No. 010NL