

M99000001239



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 326764 4815732

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia F... 99 AUG -3 PM 4:06 DIVISION OF CORPORATIONS FLORIDA

ORDER DATE : August 2, 1999

ORDER TIME : 3:23 PM

ORDER NO. : 326764-005

CUSTOMER NO: 4815732

100002949711--1

CUSTOMER: Mr. David R. Olson Hughes Hubbard & Reed Ste 2500, Miami Center Bldg. 201 South Biscayne Boulevard Miami, FL 33131

FOREIGN FILINGS

NAME: B.I. FINANCIAL, LLC

W99-17994

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

JK 8/3/99

RECEIVED 99 AUG -3 PM 3:52 DIVISION OF CORPORATIONS FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 1999

CSC

SUBJECT: B.I. FINANCIAL, LLC
Ref. Number: W99000017994

FILED STATE
SECRETARY OF CORPORATIONS
99 AUG -3 PM 4:06

We have received your document for B.I. FINANCIAL, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 299A00039404

RECEIVED
99 AUG -6 PM 3:13
DEPARTMENT OF
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as file date.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -3 PH 406

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

- 1. B.I. Financial, 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. Please note: "L.C." is not an acceptable suffix in Florida.)
- 2. State of Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. May 25, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. June 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 11900 Biscayne Boulevard, Suite 806
Miami, Florida 33161
(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>W. Brooks McCarty</u>	<u>MGR</u> <u>Managers</u>	<u>David F. Greenberg</u>	<u>MGR</u> <u>COO</u>
<u>11900 Biscayne Blvd., Suite 806</u>		<u>11900 Biscayne Blvd., Suite 806</u>	
<u>Miami, FL 33161</u>		<u>Miami, FL 33161</u>	
<u>Santiago G. Pique</u>	<u>CFO</u>		
<u>11900 Biscayne Blvd., Suite 806</u>			
<u>Miami, FL 33161</u>			

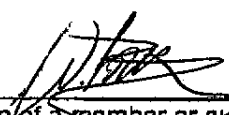
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG - 3 PM 4: 06

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of B.I. Financial, LLC

deposes 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
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 0 . This total includes amounts from 2 and 3 above.



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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: B.I. Financial, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -3 PM 4: 06

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.

By: Deborah D Skipper
(Signature)

8-2-99
(Date)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B. I. FINANCIAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED STATINGS
SECRETARY OF CORPORATIONS
99 AUG - 3 PM 4:05



Edward J. Freel

Edward J. Freel, Secretary of State

3048551 8300

991317434

AUTHENTICATION:

9897872

DATE:

08-02-99