

M99000001619



7680 Market Street
Boardman, Ohio 44512-6092

RETURN SERVICE REQUESTED

300002971553--6
-08/26/99--01095--005

****250.00 ****250.00

300002971553--6

-08/26/99--01095--005

*****35.00 *****35.00

Office Use Only

w99-2005r

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

SEP-2 PM 1:35
DEPARTMENT OF REVENUE

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

with
10/13

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 1999

HILL, BARTH & KING LLC
7680 MARKET STREET
BOARDMAN, OH 44512-6092

SUBJECT: HILL, BARTH & KING LLC
Ref. Number: W99000020058

We have received your document for HILL, BARTH & KING LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to the certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 499A00043185

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OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

**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:

Hill, Barth & King LLC

1. _____
(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. Ohio _____ 3. 34-1897225 _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 16, 1999 _____ 5. Perpetual _____
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 1999 _____
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7680 Market Street _____
Boardman, Ohio 44512 _____
(Street address of principal office)

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 CLERK OF COURT
 COUNTY OF HAMILTON
 FLORIDA

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>HBK Professional</u>		<u>7680 Market Street</u>	
<u>LLC, Managing</u>		<u>Boardman, Ohio 44512</u>	
<u>Member</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.)

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

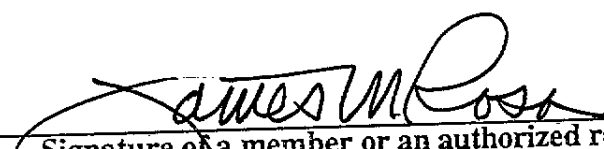
The undersigned member or authorized representative of a member of _____
Hill, Barth & King LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 900,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 4,730,000
(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 \$ 5,630,000
(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.)

James M. Rosa

Typed or printed name of signee

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:

Hill, Barth & King LLC

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

Barry F. Holes, CPA
Hill, Barth & King LLC

(Name)

Trianon Centre
377 Tamiami Trail, North
Suite 200

Florida street address (P.O. Box NOT ACCEPTABLE)

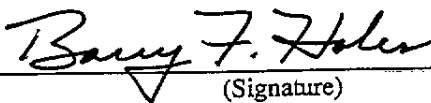
Naples, FL 34103

City/State/Zip

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FILED
SECRETARY OF STATE
TALLAHASSEE

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

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	9/7/1999	199920300763	LCA ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY C	85.00	0.00	0.00	0.00	0.00
			TOTAL	85.00	0.00	0.00	0.00	0.00

Return To:
HILL, BARTH & KING, INC.
ATTN J M ROSA
7680 MARKET ST
YOUNGSTOWN, OH 44512-0000

cut along the dotted line



The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1096953

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It is hereby certified that the Secretary of State of Ohio has custody of the business records for HILL, BARTH & KING LLC and that said business records show the filing and recording of: _____

Document(s)
ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY CO

Document No(s)
199920300763

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 9th day of
June, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

ARTICLES OF ORGANIZATION

(Under Section 1705.04 of the Ohio Revised Code)

Limited Liability Company

The undersigned, desiring to form a limited liability company under Chapter 1705 of the Ohio Revised Code, does hereby state the following:

FIRST: The name of said limited liability company shall be Hill, Barth & King LLC.

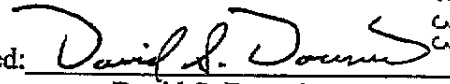
SECOND: This limited liability company shall exist for a period of perpetually until dissolved under the Operating Agreement.

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

7680 Market Street
Boardman, OH 44512

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 15th day of June, 1999.

Signed:



David S. Downie

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STATE OF OHIO
DEPARTMENT OF REVENUE
COLUMBUS, OHIO

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being an authorized representative of Hill, Barth & King LLC, hereby appoints James M. Rosa to be the agent upon whom may be served any process, notice or demand required or permitted by statute to be served upon the limited liability company. The complete address of the agent is: 7680 Market Street, Boardman, Ohio 44512.

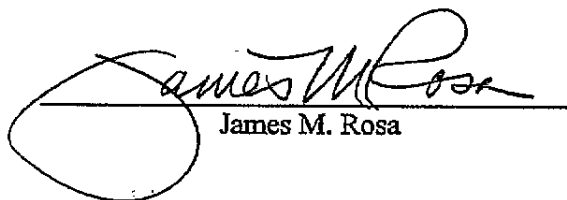


David S. Downie

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DMS

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for Hill, Barth & King LLC, hereby acknowledges and accepts the appointment of agent for said limited liability company.



James M. Rosa