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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

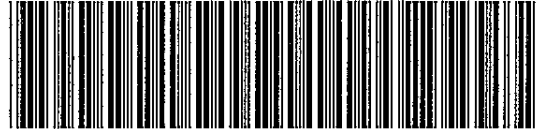
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

789, 505 107,671
W05-50048
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100060905661

11/02/05--01010--007 **87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: E-MAX USA, L.P.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LARRY MALTZ, PRESIDENT
(Name of Person)
E-MAX USA, L.P.
(Firm/Company)
Box 29054
(Address)
Austin, Texas 78755
(City/State and Zip code)

For further information concerning this matter, please call:

LARRY MALTZ at (512) 656-4666
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 7, 2005

LARRY MALTZ
BOX 29054
AUSTIN, TX 78755

SUBJECT: E-MAXUSA, L.P.
Ref. Number: W05000050048

We have received your document for E-MAXUSA, L.P. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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
Document Specialist

Letter Number: 005A00066442

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. E-MAX USA, L.P.
(Name of limited partnership as it is in the home state)

2. N.A.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. TEXAS 4. 05/23/2005
(State of Formation) (Date of Formation)

5. ROBERT BRUCK, Boca Bike, Inc.
(Name of Registered Agent for Service of Process)

6. 1499 W. PALMETTO PARK ROAD, Suite 400
(Street Address of Registered Office)

Boca Raton, Florida 33486
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Robert Bruck
(Agent must sign on this line)

8. 4727 Cit Mountain, Austin, TEXAS 78731

(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

LARRY WALTZ 4727 Cit Mountain Austin, TX 78731

DAVID MORRISON : 4200 Meadow #200, Austin, TX 78756

Richie Grueneyer 100 Congress, #1750 Austin, TX 78701

10. Box 29054 Austin, Texas 78765
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

12. Box 29054
Austin, Texas 78755
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8 day of November, 2005
[Signature]
General Partner

STATE OF Texas

COUNTY OF Tarrant

On this 8th day of November, 2005

Larry Maltz, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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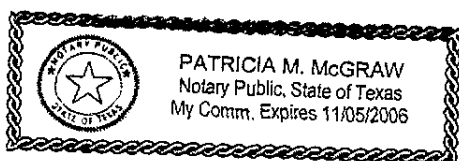
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[Signature]
(Notary Public Signature)

Patricia M. McGraw
(Notary's Printed Name)

Seal

My Commission Expires: 11/05/2006



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared LARRY MALTZ
a general partner of E-MAX USA, L.P., a (an) Limited Partnership
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8 day of November, 2005

Larry Maltz
General Partner

STATE OF Texas
COUNTY OF Travis

On this 8th day of November, 2005.

Larry Maltz, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Patricia M. McGraw
(Notary Public Signature)

Patricia M. McGraw
(Notary's Printed Name)

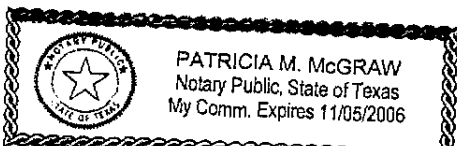
Seal

My Commission Expires: 11/05/2006

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Limited Partnership for e-Max USA, L.P. (filing number: 800496025), a Domestic Limited Partnership (LP), was filed in this office on May 23, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 25, 2005.

05 NOV 14 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State