

FA1000001779



Clifford R. Rhoades, P.A.
Attorneys at Law

Clifford R. Rhoades
Pamela D. Taylor

REPLY ADDRESS: 227 North Ridgewood Drive • Sebring, FL 33870-7204
11 East Main Street • Avon Park, FL 33825-3942
15 North Oak Street • Lake Placid, FL 33852-6325

February 21, 2001

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

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-02/27/01--01013--005
***160.00 ***160.00

Re: Tully/Woodmansee International UK, LTD.
Our File Number 926-00

w-1-4636

To whom it may concern:

I enclose the application for registering a foreign corporation and one (1) copy of same in connection with the above limited liability corporation for filing and a check for filing same. Please proceed to file same and return a filed, date stamped, certified copy to the undersigned in the envelope provided for said purpose.

If you have any questions, please call. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Pamela Z. Karlson
Pamela Taylor-Karlson

PTK/klw
Enclosures - as stated above

FILED
01 APR -2 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2001

PAMELA TAYLOR-KARLSON
CLIFFORD R. RHOADES, P.A.
227 NORTH RIDGEWOOD DRIVE
SEBRING, FL 33870-7204

SUBJECT: TULLY/WOODMANSEE INTERNATIONAL UK, LTD.
Ref. Number: W01000004636

01 APR -2 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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We have received your document for TULLY/WOODMANSEE INTERNATIONAL UK, LTD. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Because "LTD." in Florida means that the entity is a limited partnership, you need to add the words "limited liability company" or the abbreviation "LLC" or "L.L.C." to the name for use in Florida. This does not affect your filing in Ohio in any way.

Please note that we do not provide photocopies of filings, but we will be happy to stamp and return a photocopy if you provide it with your original.

If you have any questions concerning the filing of your document, please call

(850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 101A00012570

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**



Clifford R. Rhoades, P.A.
Attorneys at Law

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Pamela D. Taylor

REPLY ADDRESS: 227 North Ridgewood Drive • Sebring, FL 33870-7204

11 East Main Street • Avon Park, FL 33825-3942

15 North Oak Street • Lake Placid, FL 33852-6325

March 30, 2001

FILED
01 APR -2 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
Attention: Lee Rivers
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tully Woodmansee International UK, LTD, LLC
Our File Number 926-00

Dear Mr. Rivers:

Pursuant to your instruction of February 28, 2001, I am enclosing herewith an Amended Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Affidavit in support of same. Upon the initial filing, your office retained my check in the amount of \$150.00 along with the Certificate of Good Standing from the State of Ohio. Please proceed to file same and return a filed, date stamped, certified copy to the undersigned in the envelope provided for same.

If you have any questions, please call. Thank you for your courtesy and cooperation in this matter.

Very truly yours,


Pamela Taylor-Karson

PTK/klw
Enclosures - as stated above

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared, **MARGO TULLY**, President of Tully/Woodmansee International UK, LTD., who, under oath, states:

1. Affiant is the President of Tully/Woodmansee International UK, LTD.

2. On the Application of the Foreign Limited Liability Company, attached hereto, Number 6 which states that April 13, 2000 was the date which the company first transacted business in Florida is in error. Florida Statutes Section 607.1501 617.1501, 608.502, have been reviewed by the corporate officer, Margo Tully, undersigned affiant and according to said Statutes no business has been transacted in the State of Florida as of the date of this Affidavit.

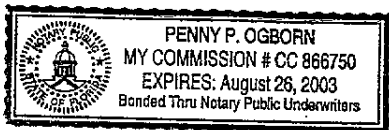
3. Further affiant saith naught.

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 TALLAHASSEE FLORIDA

Margo Tully

 MARGO TULLY

THE FOREGOING instrument was subscribed and acknowledged before me this 28th day of March, 2001, by MARGO TULLY, who is personally known to me or who produced _____, as identification and acknowledges that all statements contained therein are true and correct to the best of his knowledge and belief.



Penny P. Ogborn

 Notary Public

(Affix notarial seal)

PENNY P. OGBORN

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. TULLY/WOODMANSEE INTERNATIONAL UK, LTD., LLC
(Name of foreign limited liability company)
not applicable in Ohio, upon approval,
2. OHIO 3. will apply for one
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. APRIL 12, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 120 WEST BROADWAY
GRANVILLE, OH 43023
(Street address of principal office)

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TALLAHASSEE FLORIDA

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

TULLY/WOODMANSEE INTERNATIONAL UK, LTD., 2928 Kenilworth Blvd.,
Sebring, Florida 33870

AHMED S. AL-AWA, 24 Carlisle Mansions, Carlisle Place,
Westminster, London SW1E 6PB United Kingdom

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: EXECUTIVE MANAGEMENT & MANAGEMENT CONSULTING SERVICES

Margo L Tully
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
MARGO L. TULLY
Typed or printed name of signee

**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:

TULLY/WOODMANSEE INTERNATIONAL UK, LTD., LLC

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

PAMELA TAYLOR-KARLSON

(Name)

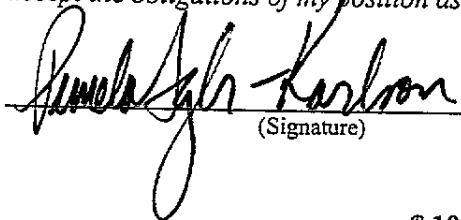
CLIFFORD R. RHOADES, P.A.
227 NORTH RIDGEWOOD DRIVE

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

SEBRING FL 33870

City/State/Zip

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 as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

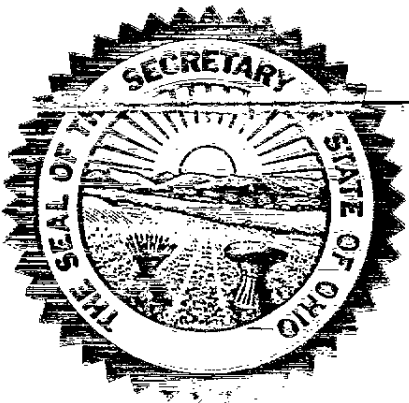
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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



I, J. Kenneth Blackwell, 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; that said records show TULLY/WOODMANSEE INTERNATIONAL UK, LTD., an Ohio Limited Liability Company, Registration No. 1146592, registered to transact business in Ohio on April 11, 2000, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.

FILED
04 APR 22 PM 12:38
SECRETARY OF STATE
TULLY/WOODMANSEE INTERNATIONAL UK, LTD.



WITNESS my hand and official seal
at Columbus, Ohio on
February 15, 2001

J. Kenneth Blackwell
Secretary of State