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LAW OFFICES OF

**BRUNE & NEFF**

A PROFESSIONAL CORPORATION

MID-CONTINENT TOWER, SUITE 230

401 S. BOSTON AVE.

TULSA, OKLAHOMA 74103-4032

TELEPHONE  
(918) 599-8600

FACSIMILE  
(918) 599-8673

June 21, 2000

00855-00734-00471

1050

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

W-16456  
300003301303--5  
-06/22/00--01073--010  
\*\*\*155.00 \*\*\*155.00

Re: Qualification of Foreign L.L.C.

Dear Secretary of State:

Enclosed for filing is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office for Buckingham, L.L.C.

Also enclosed is a check to cover the cost of filing fees and designation of registered agent. Please return a copy of the file-stamped documents to our office in the enclosed envelope.

If you have any questions, please feel free to call.

Sincerely,

BRUNE & NEFF, P.C.

By

*Kelly Root*

Kelly Root  
For Kenneth L. Brune

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -7 AM 10:11



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 28, 2000

KELLY ROOT  
BRUNE & NEFF  
401 S. BOSTON AVE., SUITE 230  
TULSA, OK 74103-4032

SUBJECT: BUCKINGHAM, L.L.C.  
Ref. Number: W00000016456

We have received your document for BUCKINGHAM, L.L.C. and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

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 \$1050.00.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 300A00036472

**AFFIDAVIT OF CAROLANN MERRITT**

STATE OF FLORIDA     )  
                                  )ss.  
COUNTY OF Sarasota )

I, CarolAnn Merritt, being of lawful age and duly sworn do allege and state:

1. I am the Manager of Buckingham, L.L.C.
2. Buckingham, L.L.C. applied to register as a Florida L.L.C.
3. On the Application, Buckingham, L.L.C. was listed as doing business in Florida in 1999.
4. Buckingham, L.L.C. has not conducted business in Florida to date.
5. Buckingham, L.L.C. will begin conducting business upon qualification and registration by the Florida Secretary of State.

FURTHER Affiant sayth not.

CarolAnn Merritt  
CarolAnn Merritt

Subscribed and sworn to before me this 5 day of July, 2000.

My Commission Expires:  
5-31-2003

Kelly Lee Root  
Notary Public

**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. Buckingham, L.L.C.  
(Name of foreign limited liability company)
2. Oklahoma  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 73-1561321  
(FEI number, if applicable)
4. March 26, 1999  
(Date of Organization)
5. 2043  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 26, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7400 South Tamiami Trail  
Sarasota, FL 34231  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

7400 South Tamiami Trail

Sarasota, FL 34231

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -7 AM 10:11

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: Development  
of Video Technology

CarolAnn Merritt  
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.)

CarolAnn Merritt

Typed or printed name of signer

**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:

Buckingham, L.L.C.

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

CarolAnn Merritt

(Name)

7400 South Tamiami Trail

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

Sarasota FL 34231

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)

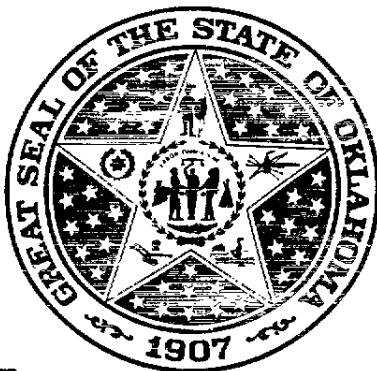
OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING  
DOMESTIC LIMITED LIABILITY COMPANY

*I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.*

*I FURTHER CERTIFY that BUCKINGHAM, L.L.C. is a limited liability company duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.*



*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this*  
*13th day of June, 2000.*

*Mae Hunter*

Secretary of State

By:

*W. L. Smith*