

MOOOOOOOO 1632
R. Chad Brenner

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July 26, 2000

Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Manatee Company, L.L.C.

000003344280--7
-08/02/00--01076--006
****140.00 ****140.00

Dear Sir or Madam:

W-19258

Enclosed please find the following documents relative to the above-referenced Ohio Limited Liability Company: (i) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; (ii) Affidavit of Membership and Contributions of Foreign Limited Liability Company; and (iii) Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check in the amount of \$140.00 for the filing fee for all three documents, and a Certificate of Good Standing from the State of Ohio Secretary of State. Please file these documents as soon as possible and forward the recorded paperwork to the undersigned.

Thank you for your time.

Very truly yours,



Karen Domke
Legal Assistant

Enclosures

FILED
00 AUG 14 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu

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FF \$125.⁰⁰

GP 15.⁰⁰



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 2000

R. CHAD BRENNER
THE HUNTINGTON BLDG
925 EUCLID AVE., STE 1995
CLEVELAND, OH 44115-1407

SUBJECT: MANATEE COMPANY, LLC
Ref. Number: W00000019250

We have received your document for MANATEE COMPANY, LLC and your check(s) totaling \$140.00. 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 \$1188.75.

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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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

00 AUG 16 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Document Specialist

Letter Number: 600A00042080

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

AFFIDAVIT

Affiant, **R. Chad Brenner**, being first duly sworn according to law, deposes and states the following:

1. That I have actual knowledge of the facts and statements made herein.
2. That I am the attorney representing Manatee Company, L.L.C., an Ohio Limited Liability Company, as it relates to the registration of the company to conduct business in Florida.
3. That Item #6 on the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida was erroneously filled in with a date and should in fact have been "N/A" as Manatee Company, L.L.C., an Ohio Limited Liability Company, has not yet transacted any business in Florida.

FURTHER, AFFIANT SAYETH NAUGHT.


R. Chad Brenner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO BEFORE ME and subscribed in my presence this 11th day of August, 2000.


Notary Public

KAREN DOMKE
Notary Public - State of Ohio, Cuya. Cty.
My Commission Expires July 22, 2001

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

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

1. Manatee Company, L.L.C.
(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
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 34-1909012
(FEI number, if applicable)

4. 8/6/99
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5505 47th Court East
Bradenton, Florida 34203
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who
manage the foreign limited liability company in Florida: (attach additional page if necessary)

Anne M. Burkey
12339 Alpha Road
Hiram, Ohio 44234

James F. Gaal
12339 Alpha Road
Hiram, Ohio 44234

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: Manatee Company, L.L.C.

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

Brian Gaal

(Name)

5505 47th Court East

(P.O. Box not acceptable)

Bradenton, Florida 34203

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

Brian Gaal
Brian Gaal (Signature)

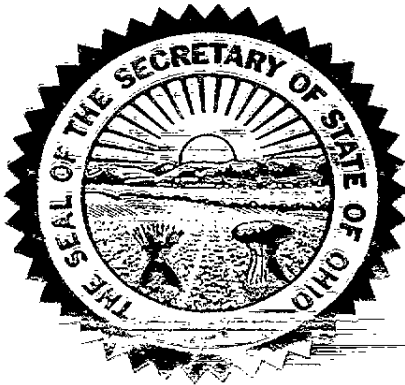
5-30-00
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 MANATEE COMPANY, L.L.C., an Ohio Limited Liability Company, Registration No. 1117128, was organized on August 16, 1999 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

May 31, 2000

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA