

PENNINGTON, MOORE, WILKINSON, BELL & DUNBAR, P.A.
ATTORNEYS AT LAW

SAMUEL P. BELL, III
DOUGLAS S. BELL
GARVIN B. BOWDEN
FREDERICK L. BUSACK
KAREN M. CAMECHIS
KEVIN X. CROWLEY
MARK K. DELEGAL
MARC W. DUNBAR
PETER M. DUNBAR
MARTHA J. EDENFIELD
CYNTHIA SIMMONS FLETCHER
ROGELIO J. FONTELA
JAN J. GORRIE
MARK T. HANEY

ROBERT H. HOSAY
WILLIAM H. HUGHES III
A. KENNETH LEVINE
JOHN J. MATTHEWS
EDGAR M. MOORE
E. MURRAY MOORE, JR.
BRIAN A. NEWMAN
JULIUS F. PARKER, III
JOHN C. PELHAM
CARL R. PENNINGTON, JR., P.A.
C. EDWIN RUDE, JR.
GARY A. SHIPMAN

CYNTHIA S. TUNNICLIFF
WILLIAM E. WHITNEY
BEN H. WILKINSON
CATHI C. WILKINSON

OF COUNSEL
ROBERT CINTRON, JR.
R. STUART HUFF, P.A.
Coral Gables, Florida
CHRISTOPHER W. KANAGA*
(Admitted in Massachusetts & Colorado Only)
BARBARA J. STAROS

SPECIAL CONSULTANTS
PETER MITCHELL*
R.Z. SAFLEY*

*Not a member of the Florida Bar

TALLAHASSEE OFFICE:
215 SOUTH MONROE STREET
2ND FLOOR
TALLAHASSEE, FLORIDA 32301
(850) 222-3533
FAX (850) 222-2126

TAMPA OFFICE:
7650 COURTNEY CAMPBELL
CAUSEWAY, SUITE 220
TAMPA, FLORIDA 33607
(813) 639-9599
FAX (813) 639-1488

EMAIL: email@penningtonlawfirm.com

REPLY TO:
P.O. BOX 10095
TALLAHASSEE, FL 32302-2095

MO000000001044
September 5, 2000

HAND DELIVERY

Florida Secretary of State
Division of Corporations
George Firestone Building
Tallahassee, FL 32301

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-09/06/00--01064--005
****155.00 ****155.00

Re: Dissolution of Payment Shaver, L.C. a Florida Limited Liability Company;
Registration of Payment Shaver, L.C., a Michigan Limited Liability Company

Dear Sir or Madam:

Our firm was requested to handle the paperwork for a Michigan LLC, Payment Shaver, L.C., beginning to conduct business in Florida. In error, our office filed a new Florida LLC for the client. Instead, we should have filed for authorization to do business in Florida under the original Michigan charter and tax i.d. number.

Therefore, I am submitting articles of dissolution for dissolution of the recently filed Florida LLC. We request that the same be filed, and that immediately after the articles of dissolution are filed, that the registration of the Michigan LLC be filed. Please call me if you have any questions. Since the companies have the same names, I thought that a letter of explanation might be needed.

Sincerely,

Cathi C. Wilkinson
Cathi C. Wilkinson

W-21895
11/00/00023/02821/0006-71

RECEIVED
SEP - 6 PM 12:29

APPROVED
AND
FILED
00 SEP - 5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09-11-00
BB



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 6, 2000

PENNINGTON, MOORE, WILKINSON, ET AL

SUBJECT: THE PAYMENT SHAVER COMPANY, L.C.
Ref. Number: W00000021895

We have received your document for THE PAYMENT SHAVER COMPANY, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 200A00047273

00 SEP -6 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**APPLICATION BY THE PAYMENT SHAVER COMPANY, L.C., A FOREIGN
LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

This applications is submitted in compliance with Section 608.503 of the Florida Statutes to register THE PAYMENT SHAVER COMPANY, L.C., a Foreign Limited Liability Company to transact business in the State of Florida.

- 1) The name of the applicant foreign limited liability company is THE PAYMENT SHAVER COMPANY, L.C. [hereinafter referred to as "Company"] which was organized on the 25th day of April, 1997 under the laws of the State of Michigan.
- 2) Company's address for its principal office ^{mailing} 18858 N. Dale Mabry Highway, Lutz, Florida 33549.
- 3) Company will cease to exist on the 31st day of December, 2050.
- 4) Company first transacted business or will first transact business on the 6th day of September, 2000.
- 5) Company is engaged in the Insurance business.
- 6) Company is a Member Managed company. The names and business addresses of the Member are as follows:

Robert Pullan
18858 N. Dale Mabry Highway
Lutz, Florida 33549
- 7) Company's Federal Employer Identification Number is 38-3350877.
- 8) 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 Company is organized.

By their signature below, the undersigned acknowledges that, in accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

APPROVED
FILED
00 SEP -6 AM 9:12
SECRETARY OF STATE
OF FLORIDA

Executed on this 30 day of August, 2000.

By:

Robert Pullan
Robert Pullan, Member

STATE OF FLORIDA,

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 30 day of August 2000, by Robert Pullan, a member of THE PAYMENT SHAVER COMPANY, L.L.C., a Michigan limited liability company, on behalf of the company. He is personally known to me or has produced drivers license as identification.

Dianne M. Pullan
NOTARY PUBLIC - STATE OF FLORIDA

Dianne M. Pullan
Notary Public, Oakland County, MI
My Commission Expires Jan. 9, 2007

Print, Type or Stamp Name of Notary Public

(SEAL)

APPROVED
/s/ J
FILED

00 SEP - 6 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

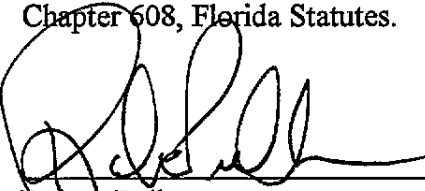
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.417 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 THE PAYMENT SHAVER COMPANY, L.C.
2. The name and the Florida street address of the registered agent and office are as follows:

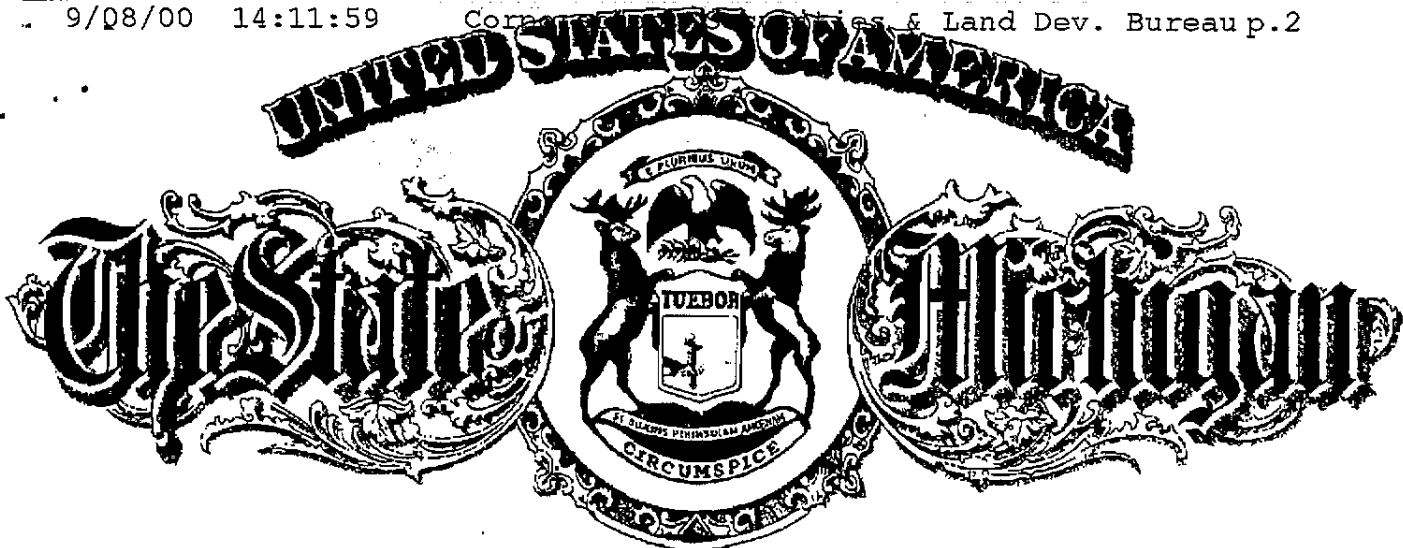
Robert Pullan
18858 N. Dale Mabry Highway
Lutz, Florida 33549

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, Florida Statutes.


Robert Pullan

8/1/00
Date

APPROVED
FILED
00 SEP -6 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

THE PAYMENT SHAVER COMPANY, L.C.

a Michigan limited liability company, filed Articles of Organization in this office on April 25, 1997.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 8th day of September, 2000.

Joseph R. Webb

, Director

APPROVED
AND
FILED

00 SEP -6 AM 9:12
SECRETARY OF STATE
TALL MAHAR FLORES

Sent by Facsimile Transmission

171L 0517531

Corporation, Securities and Land Development Bureau