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ACCOUNT NO. : 072100000032

REFERENCE : 912359 80881A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 130.00

ORDER DATE : November 29, 2000

ORDER TIME : 10:37 AM

ORDER NO. : 912359-005

CUSTOMER NO: 80881A

500003479845--9

CUSTOMER: Joan W. Byrd, Legal Assistant
Fassett Anthony & Taylor, P.a.
1325 West Colonial Drive

Orlando, FL 32804

FOREIGN FILINGS

NAME: BUTLER PROPERTY MANAGEMENT,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: *JP*
11/29-00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV 29 PM 12:16
SECRETARY OF FILINGS

00 NOV 29 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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

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

- 1. Butler Property management, LLC
(Name of foreign limited liability company)
- 2. KANSAS (Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 43-1871152 (FEI number, if applicable)
- 4. Dec 1, 1999 (Date of Organization)
- 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. NOV 22, 2000 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 209 E 18th
HAYS KS 67601 (Street address of principal office)

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:

- member GARYL Butler 2212 S. Chickasaw TR #207 Orlando FL 32825
- member/mgr Alan J. Butler 209 E 18th Hays KS 67601

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: Rental Property

MANAGEMENT


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.)

GARY L. Butler
Typed or printed name of signee

APPROVED AND FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 NOV 29 PM 2:26

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

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:

BUTLER PROPERTY MANAGEMENT, L.L.C.

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

John A. Taylor
1325 West Colonial Drive
Orlando, Florida 31804

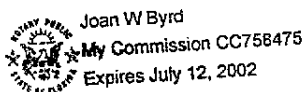
ACKNOWLEDGMENT

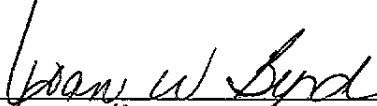
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 in Chapter 608, Florida Statutes.



JOHN A. TAYLOR

SWORN TO AND SUBSCRIBED before me this 28th day of November, 2000 by JOHN A. TAYLOR, who is personally known to me.





Name: Joan W. Byrd
Notary Public, State of Fla.
Serial No. _____
My commission expires: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 29 PM 2:26

APPROVED
AND
FILED

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to limited liability companies and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

BUTLER PROPERTY MANAGEMENT, L.L.C.

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having filed articles of organization in Kansas on the 1st day of December, A.D. 1999 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
15th day of November, A.D. 2000



Ron Thornburgh
RON THORNBURGH
SECRETARY OF STATE

00 NOV 29 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED