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Address Suite A1 City/State/Zip Phone # Longmont, CO 80	- 50)/		_
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NEW FILINGS	A 78/	<u>IENDMENTS</u>		
Profit Not for Profit Limited Liability Domestication Other		Amendment Resignation of R.A. Change of Registere Dissolution/Withdra Merger	d Agent	BIVISION OF CO.
OTHER FILINGS	RE	GISTRATION/QUA	LIFICATION	LED Y GF STAI KURPORAT
Annual Report Fictitious Name		Foreign Limited Partnership Reinstatement Trademark Other		TAFE PATIONS
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: (Name of foreign limited liability company) Colorado
(Jurisdiction under the law of which foreign limited liability company is organized) August 17, 2000 5. Perpetual

(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") Effective upon filing with Secretary of State (Date first transacted business in Florida. (See sections 608,501, 608,502, and 817,155, F.S.) 8978 Niwot Road Longmont, CO 80503 (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: George L. Thompson 8978 Niwot Road Longmont, CO 80503 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: Realty ownership and operation 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.)

George L. Thompson

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 Comp	any is:			
	G & S 5638, LTC				
2. The name:	and the Florida street address	of the registe	red agent and office are:		
	Mike Simpson				
		(Name)			
	280 Ave. A, NW				
Florida street address (P.O. Box NOT ACCEPTABLE)					
	Winter Haven	FL	33881		
		City/State/Z	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)



DEPARTMENT OF STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE,

G & S 5638, LLC (COLORADO LIMITED LIABILITY COMPANY)

BECAME ORGANIZED UPON FILING ARTICLES OF ORGANIZATION DATED August 17, 2000.

DATED: September 28, 2000

Donetta Davidson

SECRETARY OF STATE