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HAROLD H. WEISMAN, P.A.
ATTORNEYS AT LAW

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October 24, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****155.00 ****155.00

W-26057

RE: NSR ASSOCIATES, L.L.C.

Dear Sir:

Enclosed please find a check in the amount of \$155.00 which represents the filing fee for Application, designation of Registered Agent and Certified copy charges.

Also enclosed is an original certificate of existence, no more than 90 days old to register a foreign limited liability company to transact business in Florida.

If you should have any questions, please feel free to contact the undersigned.

Very truly yours,
HAROLD H. WEISMAN, P.A.


Ellamae Seyboth

Enclosures

FILED
00 FEB -2 PM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

HAROLD H. WEISMAN, P.A.
4775 WEST ATLANTIC AVE
DELRAY BEACH, FL 33445

SUBJECT: NSR ASSOCIATES, L.L.C.
Ref. Number: W00000026057

We have received your document for NSR ASSOCIATES, 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 \$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.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 800A00056457

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

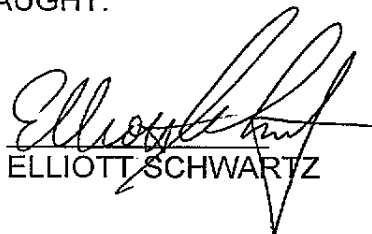
BEFORE ME, the undersigned authority, personally appeared ELLIOTT SCHWARTZ, who being by me duly sworn on oath says:

I ELLIOTT SCHWARTZ, being duly sworn to hereby aver and state that I am the authorized representative of NSR Associates, LLC and do hereby state and certify that the above named corporation has not commenced business to this date in the state of Florida.

NSR Associates, LLC by ELLIOTT Schwartz, General Manager.

ELLIOTT Schwartz, General Manager, being duly sworn do hereby attest the above to be true and complete to the best of his knowledge.

FURTHER AFFIANT SAYETH NAUGHT.

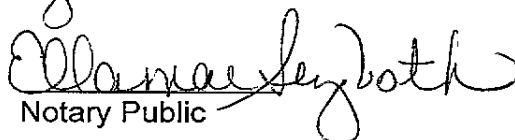

ELLIOTT SCHWARTZ

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00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me in the County and State aforementioned on this 25 day of January, 2001.



Ellamae Seyboth
Commission # CC 941666
Expires June 9, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

My Commission Expires:

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. NSR ASSOCIATES, L.L.C.
(Name of foreign limited liability company)
2. MISSOURI
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0890733
(FEI number, if applicable)
4. September 14, 1998
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7816 N.W. 84TH TERRACE
TAMARAC, FL 33321
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

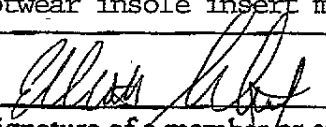
9. The name and usual business addresses of the managing members or managers are as follows:

ELLIOT SCHWARTZ, 7816 N.W. 84th TERRACE, TAMARAC, FL 33321

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CLERK OF STATE
TALLAHASSEE FLORIDA

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: Selling, Marketing and distributing a footwear insole insert manufactured by Walk Easy Manufacturing, Inc.


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.)

ELLIOT SCHWARTZ

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 Company is:

NSR ASSOCIATES, L.L.C.

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

ELLIOT SCHWARTZ

(Name)

7816 N.W. 84TH AVENUE

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

TAMARAC

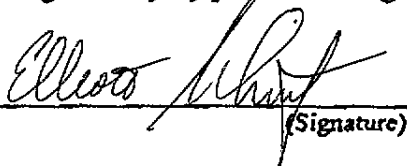
FL

33321

City/State/Zip

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SECRETARY OF STATE
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 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)

No. LC0022183

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

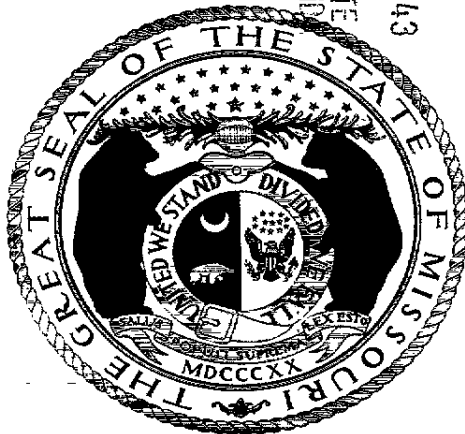
CERTIFICATE OF CORPORATE RECORDS

NSR ASSOCIATES, L.L.C.

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 27th day of SEPTEMBER, 2000.

Rebecca McDowell Cook
Secretary of State



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00 FEB -2 8:43
SECRETARY OF STATE
TALLAHASSEE
FLORIDA