ATTORNEYS AT LAW

407 WEKIVA SPRINGS ROAD, SUITE 245 LONGWOOD, FLORIDA 32779 TELEPHONE 407.786.5977 TELECOPIER 407.786.3918 GRIFFIN TOWERS 6 HUTTON CENTRE DRIVE, SUITE 1100 SOUTH COAST METRO, CALIFORNIA 92705 TELEPHONE 714.708.8866 TELECOPIER 714.708.7444 u

REPLY TO: FLORIDA OFFICE.

April 13, 2001

Florida Department of State Registration Section Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Authorization to Transact Business in the State of Florida (VanCleave Enterprises, LLC)

Dear Sir or Madam:

000004011750--9 -04/17/01--01007--018 \*\*\*\*160.00 \*\*\*\*160.00

Transmitted herewith for filing are the necessary documents to obtain authorization to transact business in the State of Florida for VanCleave Enterprises, LLC. The documents consist of the following:

- Completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Original Certificate of Existence with Status in Good Standing
- Check in the amount of \$160.00 made payable to the Florida Department of State

If you require any additional documentation or have any questions, please feel free to contact me.

Sincerely,

Sherri L. Akus Legal Assistant

Enclosures: As stated

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## 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: Enterprises, LUC (Name of foreign limited liability company) (Jurisdiction under the law of which foreign limited liability company is organized) March 26, 2001 (Date of Organization) siness has been transacted in the State of Florida. Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) Springs Road 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: Market Growth, LLC 407 Wekiva Springs Rd., Ste 245 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: To conduc State of Florido 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.) Barry Lee Fulco, as Trustee of The Barry Lee Fulco Revocable Living Trust dated march 22, 2001, as Member of Market

Growth, LLC, as member of Vancleave Enterprises, LLC

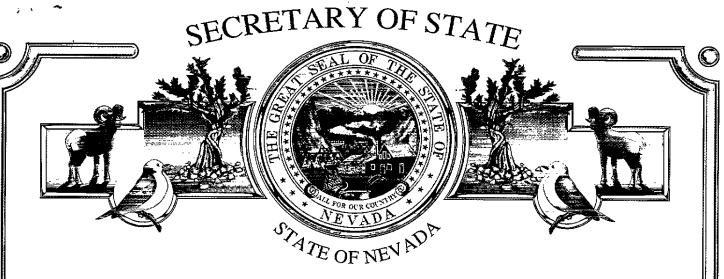
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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:		
Vancleave Enterprises, LLC		
2. The name and the Florida street address of the registered agent and office are:		
Barry Lee Fulco (Name)		٠
407 Wekiva Springs Road, Suite 245 Florida street address (P.O. Box NOT ACCEPTABLE)	01 APR	-11
Longwood, FL 32779	16 PH H:	
Having been named as registered agent and to accept service of process for the above stated lin 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 statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent as provided for in Chapter 608, F.S	of all	,

Samlee Inlly (Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, VANCLEAVE ENTERPRISES, LLC as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 26, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 29, 2001.

Secretary of State

By D. J. Lail

Certification Clerk

