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May 30, 2001

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Rutt of the Americas, LLC, a Mississippi limited liability company

Dear Division of Corporations:

Please find enclosed the following documents for the above-referenced entity:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Certificate of Existence from the Mississippi Secretary of State;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Check in the amount of \$125.00
(for the Application filing fee and the Designation of Registered Agent fee).

Please process the foregoing documents, and return a letter of acknowledgment to me in the enclosed envelope.

Thank you for your assistance with this matter. If you have any questions or need any more information, please feel free to call me.

Sincerely,

PHELPS DUNBAR LLP


Bridgforth R. Rutledge

Enclosures

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

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

1. Rutt of the Americas, LLC
(Name of foreign limited liability company)
2. Mississippi 3. Applied for
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)
4. 04/25/2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 128 Margaret Avenue, N.E.
Marietta, GA 30060
(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:

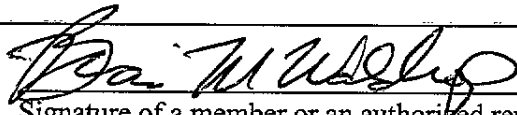
Jere M. Bowden, 128 Margaret Ave., N.E., Marietta, GA 30060

Fred E. Carl, Jr., 111 Front St., Greenwood, MS 38930

Michael Eichenseer, 1564 Main St., Goodville, PA 17528

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: Sale of custom
cabinetry



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.)

Brian M. Waldrop, Secretary

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:

Rutt of the Americas, LLC

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

Michael O'Byrn

(Name)

1855 Griffin Rd., Suite C-358

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

Dania Beach

FL 33004

City/State/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)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

RUTT OF THE AMERICAS, LLC

Formed April 25, 2001

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

111 FRONT STREET
P O BOX 956
GREENWOOD MS 38930

and that the registered agent at that address is:

FRED E. CARL, JR.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
May 02, 2001

Eric Clark

ERIC CLARK,
Secretary of State