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LL.M. Taxation

VIA FEDERAL EXPRESS

September 5, 2001

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400004575414--6
-09/07/01--01081--009
****125.00 ****125.00

Re: Registration of Foreign Limited Liability Company
Alabama Cowboy Denis LLC (the "Company")

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", "Certificate of Designation of Registered Agent/Registered Office" and Colorado Certificate of Good Standing are submitted to register the above referenced limited liability company to transact business in Florida.

Enclosed please find my check in the amount of \$125.00 payable to your office to cover the following:

- | | | |
|----|---------------------------------|----------|
| 1. | Filing Fee for Application | \$100.00 |
| 2. | Designation of Registered Agent | \$25.00 |

Please return all correspondence concerning this matter, and address any questions or comments to the undersigned.

Very truly yours,

BARBARA ANN DALVANO, ESQ., P.C.

By:

Barbara Ann Dalvano
Barbara Ann Dalvano

BAD: llb

Encs.: As stated

cc: Client (w/encs.)

090501 LTR TO FL SOS XMIT APP TO CONDUCT LLC IN FL

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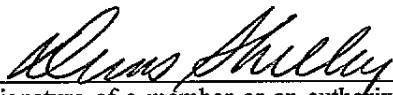
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

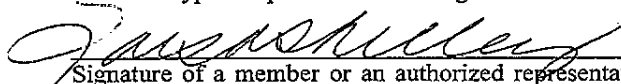
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Alabama Cowboy Denis LLC
(Name of foreign limited liability Company)
2. Colorado
(Jurisdiction under the law of which foreign limited Company is organized)
3. 91-2145831
(FEI number, if applicable)
4. August 2, 2001
(Date of Organization)
5. N/A
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 10, 2001
(Date first transacted business in Florida (See sections 608.501, 608.502, and 817.155, F.S.))
7. 437 Twin Bay Drive
Pensacola, Florida 32534
(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:
Denis Shelley and Lois Shelley
437 Twin Bay Drive
Pensacola, Florida 32534
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: Acquisition, ownership, and holding for investment of a parcel of real estate

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Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), FS., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Denis Shelley, Manager
Typed or printed name of signee


Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), FS., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lois Shelley, Manager
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:

Alabama Cowboy Denis LLC

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

DK Shelley Inc.

(Name)

437 Twin Bay Drive

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

Pensacola, Florida 32534

(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.

DK SHELLEY INC.

By: 

(Signature)

Denis Shelley, President

(Printed name and Title)

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STATE OF COLORADO

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

ALABAMA COWBOY DENIS LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 20011152096 WAS FILED IN THIS OFFICE ON August 02, 2001
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: August 02, 2001

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Donetta Davidson

SECRETARY OF STATE