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September 17, 2001

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

800004597688--5
-09/19/01--01008--006
***465.00 ***155.00

Re: **Filing Documents For Application of Foreign LLC's to Transact Business in Florida**

Dear Sir or Madam:

Enclosed for filing, please find the following documents for each of these three foreign LLC's: 1) Karats, LLC; 2) Marlin Nutritional, LLC; and 3) Warbucks International Closeouts.

- a) Application for Foreign Limited Liability Company to Transact Business in Florida;
- b) Certificate of Designation of Registered Agent/ Registered Office;
- c) A check for \$465.00 is also enclosed for filing the Application (\$100.00 x 3 = 300.00), the Designation of Registered Agent (\$25.00 x 3 = 75.00), a for certified copy of the record (\$30.00 x 3 = 90.00).

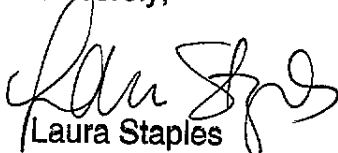
Also enclosed are Nevada Certificates of Existence for the above entities and a pre-paid, priority mail envelope for you convenience.

My contact information is as follows:

Laura Staples, Esq.
3600 W. Commerce Boulevard
Kissimmee, FL 34741

Daytime phone #: 407-251-2000
Fax #: 407-251-2047
Email: lstaples@marliness.net

Sincerely,


Laura Staples

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01 SEP 18 AM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



01

**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. **Warbucks International Closeouts, LLC**
(Name of foreign limited liability company)

2. **Nevada**
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 88-0506924
(FEI number, if applicable)

4. **8/31/01**
(Date of Organization)

5. **Perpetual**
(Duration: Year limited liability company will cease to
exist or "perpetual")

6. **Upon Registration**
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. **c/o Burton, Bartlett, & Glogovac, 50 W. Liberty Street, Ste. 650 Reno, NV
89501**
(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:

Richard W. Baker, 2535 Success Drive, Odessa, FL 33556
Roy M. Speer, 2535 Success Drive, Odessa, FL 33556
Scott Genslinger, 2535 Success Drive, Odessa, FL 33556

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:
Retail Sales

John R. Staples, III, Crystal Diamond, Inc., as general partner of Rms Limited Partnership
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.)

Johnston R. Staples, III
Typed or printed name of signer

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TALLAHASSEE, FLORIDA

**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:

Warbucks International Closeouts, LLC

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

Johnston R. Staples, III

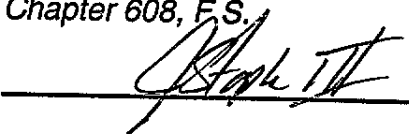
(Name)

3600 Commerce Boulevard

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

Kissimmee, FL, 34741

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.

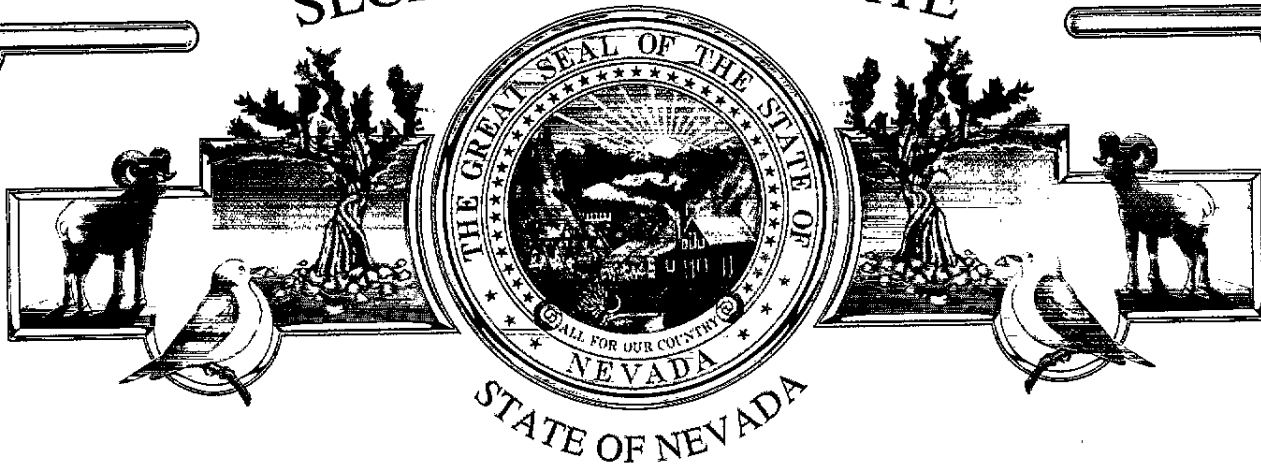


(Signature)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



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, and limited-liability partnerships 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 a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that **WARBUCKS INTERNATIONAL CLOSEOUTS, LLC** is 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 **August 31, 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 Las Vegas, Nevada, on **August 31, 2001**.

Dean Heller

Secretary of State

By

Debra M. Mayne
Certification Clerk



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA