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(1906-1979)
THOMAS A. ZINS
(1896-1980)
DAVID B. WOOD
(1900-1984)
WILLIAM CODY KELLY
(1922-1997)

RETIRED
WILSON L. BRUMLEVE

*ALSO ADMITTED TO FLORIDA BAR
**ALSO ADMITTED TO GEORGIA BAR
***ALSO ADMITTED TO CALIFORNIA BAR
†ALSO ADMITTED TO ILLINOIS BAR
‡ALSO ADMITTED TO KENTUCKY BAR

September 27, 2001

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

RE: Varsity Art Gallery, LLC

Dear Clerk:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent, an original certified certificate from the Ohio Secretary of State and our check for the filing fee for all of the above. Please process this Application at your earliest convenience.

If there are any questions, please feel free to contact this office.

Sincerely,

Kyle C Brooks

Kyle C. Brooks

FILED
01 OCT - 1 PM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bc
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. Varsity Art Gallery, LLC
(Name of foreign limited liability company)
2. Ohio 3. 31-1790840
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 7/27/01 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 11/1/01
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One West 4th Street, Suite 1400
Cincinnati, OH 45202
(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:

Pamela J. Baum, 131 East Sixth St., Newport, KY 41072

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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: Art Prints

Pamela J. Baum
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.)

Pamela J. Baum

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:

Varsity Art Gallery, LLC

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

Bill Bencsik

(Name)

2322 N. E. 29th Avenue

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

Ocala

FL

34470-3999

(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)

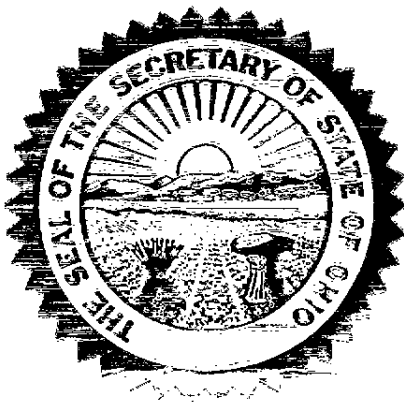
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TALLAHASSEE, FLORIDA

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**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show VARSITY ART GALLERY, LLC, an Ohio Limited Liability Company, Registration No. 1243728, was organized in the State of Ohio on July 31, 2001 and is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official seal at
Columbus, Ohio on
August 23, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State