



M02000001404

ACCOUNT NO. : 072100000032

REFERENCE : 604189 7217983

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

02 JUN -3 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : May 31, 2002

ORDER TIME : 1:43 PM

ORDER NO. : 604189-005

CUSTOMER NO: 7217983

500005666075---

CUSTOMER: Ms. Julie A. Shover
Brennan, Manna & Diamond, LLC
The Carnegie Building
75 E. Market Street
Akron, OH 44308

FOREIGN FILINGS

NAME: WHLS OF FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: M02-1404
OK

**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. WHLs of Florida, LLC
(Name of foreign limited liability company)

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

3. pending
(FEI number, if applicable)

4. May 29, 2002
(Date of Organization)

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

6. June 1, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 159 S. Main Street, Suite 500
Akron, Ohio 44308
(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:

Brennan Industrial Group, Inc., 159 S. Main Street, Suite 500, Akron, Ohio 44308

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: Education

Mark Krohn
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.)

Mark E. Krohn

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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**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:

WHLS of FLORIDA, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

(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.

Deborah D. Skipper

(Signature)

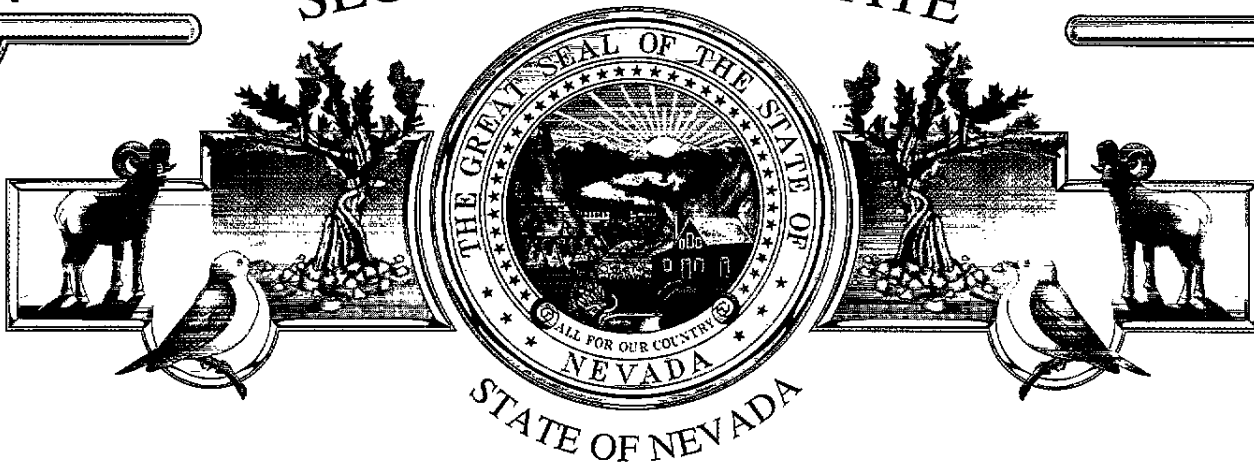
Deborah D. Skipper
Asst. V. Pres.

\$ 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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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, 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 a 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, **WHLS OF FLORIDA, 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 May 29, 2002, 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 May 30, 2002.



Dean Heller

Secretary of State

By *Laurie Freeman*

Certification Clerk