



M02000000/803

Angie Brown

Controller

FILED
2002 JUL 11 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 11, 2002

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

Dear Sir or Madam:

Attached is our application for authorization to transact business in Florida. The return letter of acknowledgment should be mailed to my attention at the below address. You may also contact me at the below phone number should you have questions.

Thank you in advance for your attention given to this matter.

Sincerely,

Angela B. Brown
Controller

200005292022--8
-04/18/02--01020--005
****125.00 ****125.00

Enclosures

W02-11529
J. BRYAN APR 23 2002

J. BRYAN JUL 12 2002



Department of State

Memorandum Office of the General Counsel

FILED
2002 JUL 11 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 10, 2002

RE: TSC Group, LLC

Based on my review of the file and the information received from the LLC, it is my recommendation that this file be closed. LLC erroneously represented on its April 18, 2002 application it had transacted business in Florida since 2000. Accordingly, no penalties or past annual report fees are due. LLC wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that upon completion of its application, LLC be issued a certificate of authority.

/gty



Angie Brown

Controller

July 3, 2002

Mr. Jerry York
Florida Department of State
Office of General Counsel
Plaza Level 2, The Capital
Tallahassee, FL 32399-0259

SUBJECT: TSC GROUP, LLC
Ref Number: W02000011529

Dear Mr. York:

Per our phone conversation, enclosed is a Certificate of Designation of Registered Agent/Registered Office for TSC Group, LLC. Also per our conversation, previous penalties have been waived. You have already received our check in the amount of \$125.00 for filing fees and designation of registered agent.

Thanks in advance for your attention given to this matter. Please call me at the below number if you have questions.

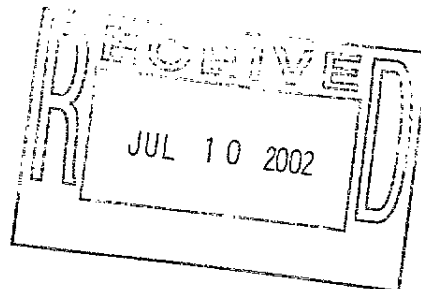
Sincerely,

A handwritten signature in cursive script that reads 'Angie Brown'.

Angie Brown
Controller

Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: ^{WLT} Brenda L. Tadlock, Registration Section
DATE: June 6, 2002
SUBJECT: TSC GROUP, LLC
REFERENCE: W02000011529

LM / 6/11/02

LM Wieschen

6/17/02 LM Angie Braun

The attached documents and correspondence are being forwarded to you for appropriate handling.

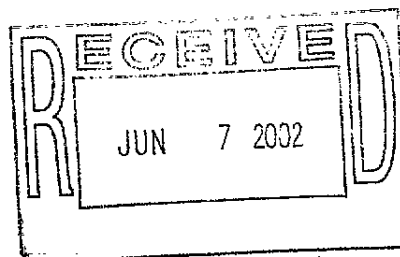
Please note the attached documents appear to meet the filing requirements stipulated in Chapter 608, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office, the required registered agent and registered office designation, the registered agent's acceptance, and the required certificate of status.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

okay per BT 6/7
Braun will mail R.A. into

/blt

Attachments





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 23, 2002

ANGELIA B. BROWN
800 E. BLVD.
CHARLOTTE, NC 28203

SUBJECT: TSC GROUP, LLC
Ref. Number: W02000011529

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for TSC GROUP, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: (1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

If you have any questions concerning the filing of your document, please call

(850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 002A00024344

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2002 JUL 11 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA)
COUNTY OF MECKLENBURG)

AFFIDAVIT IN SUPPORT
OF QUALIFICATION TO
DO BUSINESS

John J. Wiesehan, Jr., President of TSC Group, L.L.C., a North Carolina limited liability company (the "Company"), personally appeared before me in Mecklenburg County, State of North Carolina, and having been duly sworn (or affirmed) made the following affidavit:

1. The Company forwarded documents to the Florida Department of State for authorization to do business in Florida as a foreign limited liability company;
2. The application documents incorrectly and unintentionally listed the date the Company first transacted business in Florida as November 13, 2000;
3. Beginning no earlier than January 2, 2001, the Company has engaged a minority interest Member of the Company in the capacity of an independent contractor to perform sales representative services, which has constituted the Company's only level of activity in Florida. The Company did not conduct any activity of any nature whatsoever at any time during the year 2000;
4. The foregoing activities arguably do not constitute transacting business in Florida pursuant to Section 607.1501, 617.1501 or 608.502 of the Florida statutes, and Section 607.1501(e) in particular (selling through an independent contractor);
5. In order to avoid possible civil penalties, the Company desires to either register to do business in Florida as a foreign limited liability company (if warranted), or receive assurance from the Florida Department of State that the Company's activities do not warrant such registration;
6. In light of the foregoing, the Company requests that any and all penalties for failure to file in prior years be waived.

TSC Group, L.L.C., a North Carolina limited liability company, Affiant

By:


John J. Wiesehan, President

(SEAL)

John J. Wiesehan, President

Sworn to (or affirmed) and subscribed before
me this 20 day of May, 2002.

Dominic Cappelli

Notary Public

My Commission Expires: 8-24-2005
(Notary Seal)

**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. TSC Group, LLC
(Name of foreign limited liability company)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2224348
(FEI number, if applicable)
4. November 13, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 13, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 800 East Boulevard Charlotte, NC 28203
(Street address of principal office)

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TALLAHASSEE, FLORIDA

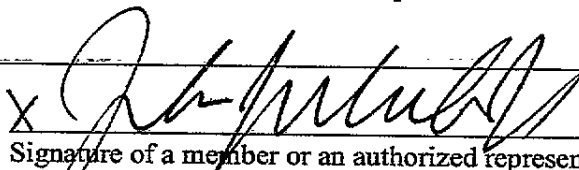
8. If limited liability company is a manager-managed company, check here ☐

9. The usual business addresses of the managing members or managers are as follows:

See Attached

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: Manufacturer Representative

X 

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.)

John J. Wiesehan, Jr.

Typed or printed name of signee

TSC Group, LLC
Managing Members
March 20, 2002

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2002 JUL 11 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

John J. Wiesehan, Jr.
Member of the Management Committee
800 East Boulevard
Charlotte, NC 28203

Robert J. Sabates
Member of the Management Committee
800 East Boulevard
Charlotte, NC 28203

David A. Trawick
Member of the Management Committee
800 East Boulevard
Charlotte, NC 28203

Jeffrey K. Gruber
Member of the Management Committee
800 East Boulevard
Charlotte, NC 28203

**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.

FILED
2008 JUL 11 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

TSC Group, LLC

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

Stuart Nussbaum

(Name)

20667 N.W. 27th Avenue

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

Boca Raton, FL 33434

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..

X Stuart Nussbaum

(Signature)

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



North Carolina

Department of the Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

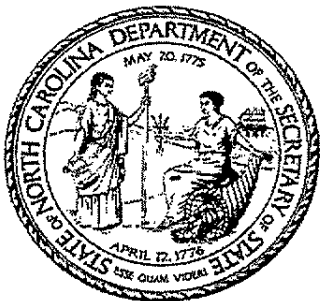
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TALLAHASSEE, FLORIDA

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

TSC GROUP, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 14th day of November, 2000, with its period of duration ending Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 14th day of May, 2002.

Elaine F. Marshall

Secretary of State