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July 15, 2002

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

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-07/19/02--01042--024
****125.00 ****125.00

Re: BUYMAX, LLC

Dear Sir or Madam:

Enclosed for filing please find the following documents:

1. One original and one duplicate of an Application by Foreign Limited Liability Company for Authorization to transact business in Florida;
2. One original and one duplicate of a Certificate of Designation of Registered Agent/Registered Office; and
3. Original Certificate of Good Standing for the State of Missouri dated June 6, 2002;
4. Check in the amount of \$125.00.

After the documents have been filed, please return a file stamped copy to me using the enclosed envelope.

Thank you for your assistance and please do not hesitate to contact me should you have any questions.

Sincerely,

Krystal J. Jones
Paralegal

Enclosures

cc: Kyler L. Humphrey, Esq.

J. BRYAN JUL 22 2002

**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:

FILED
2002 JUL 19 AM 10:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. BUYMAX, LLC
(Name of foreign limited liability company)
2. Missouri
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 40-0001576
(FEI number, if applicable)
4. January 4, 2002
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 North Tamiami Trail, Suite 506, Sarasota, Florida 34236

(Street address of principal office)

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:

VenVest of Florida, L.L.C. # L01000019130

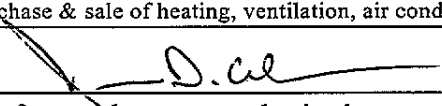
c/o James D. Abrams

2727 Dick Wilson Drive

Sarasota, Florida 34240

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: To own and operate a buying organization specializing in the purchase & sale of heating, ventilation, air cond. & plumb. goods, equip. and accessories


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.)

James D. Abrams, President of VenVest of Florida, L.L.C., Authorized Member

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:

BUYMAX, LLC

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

Michele Schlingmann

(Name)

2 North Tamiami Trail, Suite 506

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

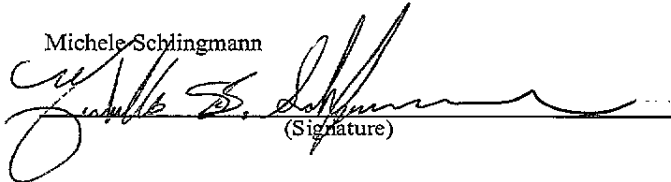
Sarasota

FL 34236

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.

Michele Schlingmann


(Signature)

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

No. LC0059392

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

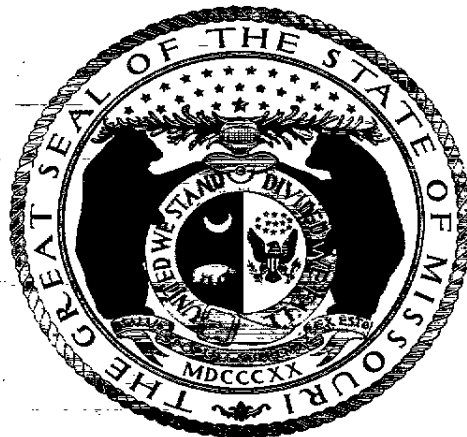
BUYMAX LLC

was filed in this office on the 4th day of JANUARY, 2002, became effective on the 4th day of JANUARY, 2002, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of JUNE, 2002.

Matt Blunt

Secretary of State



2002 JUL 15 2:10 PM
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA