

**M02000001919**

MATTSON & MOORHEAD, LLP  
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FILED  
2002 JUL 22 AM 11:50  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
Phone (303) 447-1400  
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Thomas Read Mattson

July 8, 2002

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6237  
Tallahassee, Florida 32314

500006555505--9  
-07/22/02--01072--010  
\*\*\*\*130.00 \*\*\*\*130.00

**Re. Western Brands, LLC**  
**Application to Transact Business in Florida**

Dear Madam or Sir:

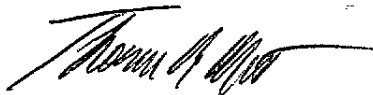
Please find enclosed an original and one copy of the following:

1. Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, with requisite Colorado Certificates.
2. Certificate of Designation of Registered Agent/Registered Office.

Please also find enclosed a check in the amount of \$130.00 to defray the filing and Certificate of Status fee. If the enclosed meet with your approval, please return the file-stamped Certificate to this office in the enclosed, self-addressed, stamped envelope.

Please call this office if there are any questions or problems. Thank you in advance for your help.

Sincerely,



Thomas Read Mattson

enclosures  
TRM/mr

J. BRYAN JUL 23 2002

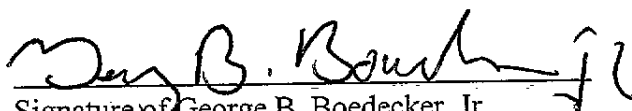
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*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:*

FILED  
2002 JUL 22 AM 9:30  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: **Western Brands, LLC.**
2. **Colorado** is the jurisdiction under which the foreign limited liability company is organized
3. FEI is n/a
4. Date of Organization is **November 5, 1999**
5. Duration: **perpetual**
6. Date first transacted business in Florida: **June 20, 2002**
7. The street address of the principal office: **2633 NW 20 Street  
Miami FL 33142**
8. The company is Manager managed.
9. The names and business addresses of the managers are as follows:  
  
**Ronald A. Allen Oliver, Manager  
George B. Boedecker, Jr., Manager  
4450 Arapahoe, Suite 100  
Boulder, CO 80303**
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: **shoe sales**

Western Brands, LLC

  
Signature of George B. Boedecker, Jr.,  
authorized representative/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.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
2002 JUL 22 AM 9:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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:

Western Brands, LLC


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

George B Boedeker JR  
(Name)

2633 N.W. 20th Street  
Florida street address (P.O. Box NOT ACCEPTABLE)

Miami FL 33142  
(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)



# STATE OF COLORADO

## DEPARTMENT OF STATE CERTIFICATE

FILED  
2002 JUL 22 AM 9:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,  
hereby certify that, according to the records of this office,

WESTERN BRANDS,LLC  
(Colorado LIMITED LIABILITY COMPANY )  
File # 19991208034

was filed in this office on November 5, 1999 and has complied with the applicable provisions  
of the laws of the State of Colorado and on this date is in good standing and authorized and  
competent to transact business or to conduct its affairs within this state.

Dated: June 11, 2002

**For Validation:**

Certificate ID: **565429**

To validate this certificate, visit the following  
web site, enter this certificate ID, then follow the  
instructions displayed.

[www.sos.state.co.us/ValidateCertificate](http://www.sos.state.co.us/ValidateCertificate)

*Donetta Davidson*

SECRETARY OF STATE