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ACCOUNT NO. : 07210000032

REFERENCE : 699750 7217983

AUTHORIZATION : Patricia

COST LIMIT : \$ 125.00

ORDER DATE : August 9, 2002

ORDER TIME : 10:49 AM

ORDER NO. : 699750-005

CUSTOMER NO: 7217983

900007053289--1

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

AL

FOREIGN FILINGS

NAME: BELLEAIR PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

xx PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1119

EXAMINER: 3N: 11744-1959-171

RECEIVED
02 AUG 12 AM 11:40

**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:*

1. Belleair Properties, LLC
 (Name of foreign limited liability company)

2. State of Nevada 3. _____
 (Jurisdiction under the law of which foreign limited liability
 company is organized) (FEI number, if applicable)

4. 12/14/2000 5. perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to
 exist or "perpetual")

6. Upon qualification
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 75 E. Market Street

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:

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 SECRETARY OF STATE
 ALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Belleair Investors, LLC
75 E. Market Street
Akron, Ohio 44308

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.)

Lee S. Walko
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:

Belleair Properties, LLC

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

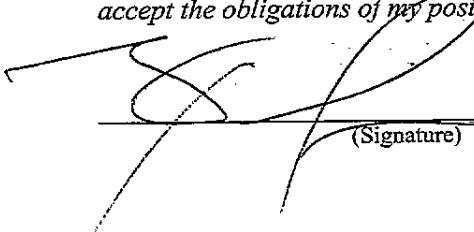
Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

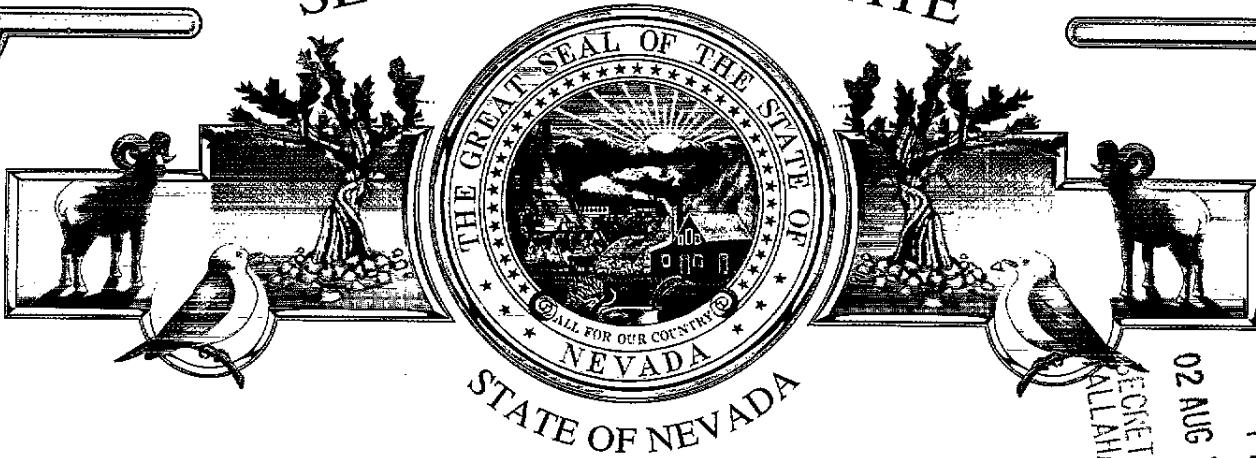
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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)

Brian Courtney
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)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, **BELLEAIR PROPERTIES, 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 December 14, 2000, 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 August 7, 2002.

A handwritten signature of Dean Heller.

Secretary of State

By

A handwritten signature of Alonso.

Certification Clerk

