Page 1 of 2 MORA ACCO 3424

Florida Department of State

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Account Number: 072720000266 Phone: (941)366-4800 Fax Number: (941)366-5109

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FOREIGN LIMITED LIABILITY COMPANY

DACKS CAPITAL, L.L.C.

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APPLICATION BY DACKS CAPITAL, L.L.C., AN ILLINOIS LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

The undersigned subscribes to this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida to register DACKS Capital, L.L.C., an Illinois Limited Liability Company (the "Company"), under Section 608.503 of the Florida Limited Liability Company Act (Chapter 608, Florida Statutes), to transact business in the State of Florida.

- 1. Name. The name of the Company is DACKS Capital, L.L.C.
- 2. <u>Domestic Jurisdiction.</u> The Company was duly formed under the Laws of the State of Illinois.
 - 3. FEI Number. The Federal Employer Identification number for the Company is 36-4375899.
- 4. <u>Date of Organization.</u> The Articles of Organization of the Company were filed by the State of Illinois on the March 23, 2000.
 - 5. <u>Duration</u>. The duration of the existence of the Company shall be perpetual.
- 6. <u>Date First Transacted Business in Florida</u>. The date the Company first transacted business in the State of Florida shall be upon the filing of this application.
- 7. Principal Office. The mailing address and the street address of the principal office of the Company in Florida is:

7993 Meadow Rush Loop Sarasota, Florida 34238

8. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

E. John Wagner, II 200 South Orange Avenue Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of that position.

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9. Management of the Company. The Company is to be managed by its Manager. The Company and address of the initial Manager is:

Darryl Knapp 7993 Meadow Rush Loop Sarasota, Florida 34238

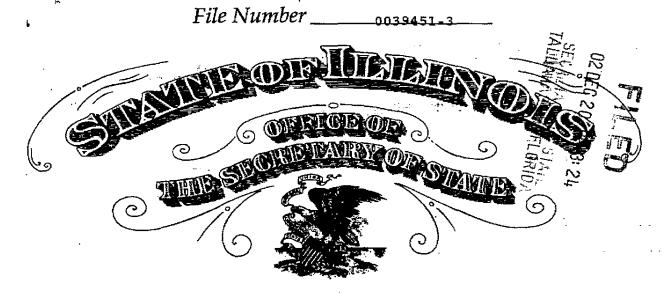
- 10. <u>Nature of Business</u>. The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Limited Liability Company Act of Illinois and the Florida Limited Liability Company Act and engaging in any and all activities necessary or incidental to the foregoing.
- 11. <u>Certificate of Existence</u>. 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.

In witness whereof, the undersigned has executed this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida this 2002.

E. John Wagner, IJ, Registered Agent and Authorized Representative of a member of DACKS Capital, L.L.C.,

An Illinois limited liability company

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

DACKS CAPITAL, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MARCH 23, 2000,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I, hereto set

day of ______ DECEMBER A.D.

Desse White

SECRETARY OF STATE