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December 30, 2002

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

Attn: Tammie Cline

RE: Quail Run Associates, Ltd. Co.
Ref. #W02000028302

Dear Ms. Cline:

Enclosed please find the Application for Registration of a Foreign limited liability company of Quail Run Associates, Ltd. Co., along with your letter of November 8, 2002 and a revised Certificate of Good Standing from Ohio. If this Application is now in proper order, could you please file it on my behalf.

Very truly yours,

John L. Pogue

400008108424
9/30/02 *X \$130.00;

JLP:ac1121
Enclosures

01076-012

M03-64
JR

FILED
03 JAN 5 AM 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ADDITIONAL OFFICES -



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 8, 2002

JOHN POGUE
108 MAIN AVENUE, S.W., SUITE 500
WARREN, OH 44482

SUBJECT: QUAIL RUN ASSOCIATES, LTD.
Ref. Number: W02000028302

We have received your document for QUAIL RUN ASSOCIATES, LTD. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "Ltd. Co." "L.C." or "L.L.C."

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 402A00061184

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 15 11 09 AM '02

FILED

**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. Quail Run Associates, Ltd. Co.
(Name of foreign limited liability company)

2. Ohio (Jurisdiction under the law of which foreign limited liability company is organized)
3. 34-1961184 (FEI number, if applicable)

4. June 13, 2001 (Date of Organization)
5. Perpetual (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. 6136 Southern Hills Court
Canfield, Ohio 44406
(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:
Michael T. Rowan
6136 Southern Hill Court
Canfield, OH 44406

FILED
03 JUN 5 AM 9:22
TALLAHASSEE, FLORIDA

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: Real Estate


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.)
Michael T. Rowan
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:

Quail Run Associates, Ltd. Co.

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

Paris M. Smith
(Name)

921 Granville Court North
Florida street address (P.O. Box **NOT** ACCEPTABLE)

St. Petersburg FL 33701
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 5 11 59 22

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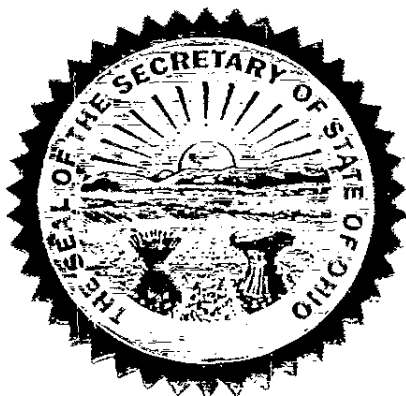
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all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

Paris M. Smith
Paris M. Smith (Signature)

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

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show QUAIL RUN ASSOCIATES, LTD. CO., an Ohio Limited Liability Company, Registration No. 1236997, was organized within the State of Ohio on June 13, 2001, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 19th day of December, A.D. 2002.*

J. Kenneth Blackwell
Ohio Secretary of State