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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

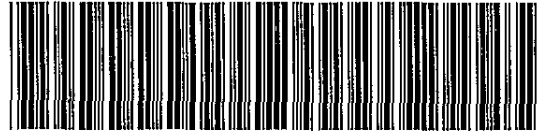
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1002-34413



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12/06/02--01029--003 **125.00

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03 JAN 21 AM 8:51
TALLAHASSEE, FLORIDA

TURNER & ASSOCIATES LLC

ATTORNEYS AT LAW

Executive Commons East
29525 Chagrin Boulevard, Suite 206
Pepper Pike, OH 44122

Of Counsel:
Warren and Young PLL
Ashtabula, Ohio

Telephone: 216-595-1700
Facsimile: 216-595-1707

December 26, 2002

Ms. Marsha Thomas
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
03 JAN 24 AM 8:51
STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

Re: BRENSCHOR LLC
Ref. #: W02000034413

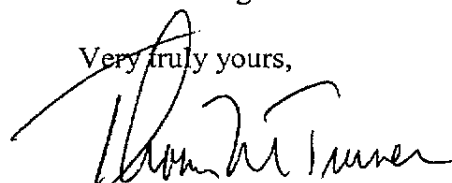
Dear Ms. Thomas:

In accordance with our telephone conversation toady, I am writing to request a waiver of the penalty for failure to timely register with the State of Florida as described on the attached notice. Brenschor LLC is an Ohio limited liability company that was formed in March, 2001, solely for the purpose of sharing use and ownership of a vacation condominium in Bonita Springs, Florida. The condominium is not a rental property. The members of Brenschor LL C are all members of a family, a mother, her brother, her son and his wife. They do not otherwise transact business in the State of Florida.

Neither I nor my client was aware of the requirement that Brenschor LLC was required to register to do business in the State of Florida. When the condominium was purchased, the title company and the realtors did not inform us of this requirement in spite of my inquiries to them concerning the legal requirements for Brenschor LLC to take title. As soon as I learned of the requirement several weeks ago in connection with an unrelated matter, I promptly prepared the registration documents and caused the same to be filed along with payment of the required fee.

Accordingly, on behalf of Brenschor LLC, I respectfully request a waiver of the penalty as the cause was due to misinformation and not willful neglect.

Very truly yours,



Thomas M. Turner

TMT/bat
enclosure

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: January 17th, 2003
SUBJECT: BRENSCHOR LLC
REFERENCE: W02000034413

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

03 JAN 24 AM 8:51

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Pursuant to Mr. Turner's letter of December 26th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 21, 2003

RE: Brenschor, LLC

03 JAN 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Based on my review of the file and my discussions with Thomas M. Turner, Esq., it is my recommendation that this file be closed. LLC erroneously represented on its December 6, 2002 application it had transacted business in Florida since March 20, 2001, notwithstanding the fact the LLC's prior activities did not come within the statutory definition of transacting business. LLC wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

/gty



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 9, 2002

TIMOTHY R. BRENNAN
5561 STRATHAVEN DRIVE
HIGHLAND HEIGHTS, OH 44143

SUBJECT: BRENSCHOR LLC
Ref. Number: W02000034413

We have received your document for BRENSCHOR LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 002A00065040

03 JAN 24 AM 8:51
FILED
TALLAHASSEE, FLORIDA

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. Brenschor LLC
(Name of foreign limited liability company)
2. Ohio 3. 34-1949033
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 02/26/01 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 03/20/01
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5561 Strathaven Drive
Highland Heights, OH 44143
(Street address of principal office)

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03 JAN 24 AM 8:51
TALLAHASSEE, FLORIDA

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:

Timothy R. Brennan
5561 Strathaven Drive
Highland Heights, OH 44143

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: investment in real estate.

Timothy R. Brennan
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.)
Timothy R. Brennan
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:

Brenschor LLC

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

Timothy R. Brennan
(Name)

9586 Cypress Hammock Circle #201
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Bonita Springs, FL 34135
(City/State/Zip)

Having been named as registered agent and to accept the appointment 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.

Timothy R. Brennan
(Signature)

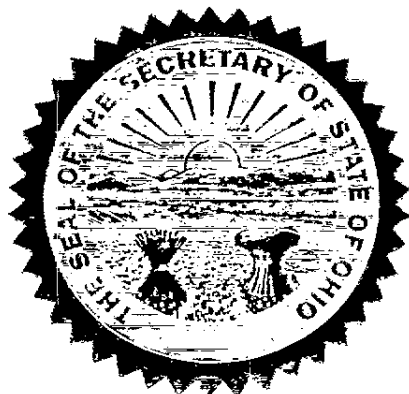
Timothy R. Brennan

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

FILED
03 JAN 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 BRENSCHOR LLC, an Ohio Limited Liability Company, Registration No. 1218582, was organized within the State of Ohio on March 05, 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 13th day of November, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State