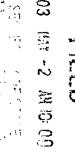
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TRANSMITTAL LETTER

TO: Registration Section Division of Corporations
SUBJECT: Bearing Investments, LLC. (Name of corporation - must include suffix)
Dear Sir or Madam:
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.
Please return all correspondence concerning this matter to the following:
Debbie Thomas
(Name of Person)
TAIR SEE
(Firm/Company)
19113 Chemille Dr.
(Address)
Tutz. FL 33558
City/State and Zip code)
For further information concerning this matter, please call:
Debbie Thomas at (813) 915-1000
(Name of Person) (Area Code & Daytime Telephone Number)
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327
Tallahassee, FL 32399 Tallahassee, FL 32314
Enclosed is a check for the following amount:
7 970 00 mility Fee D 5/8./5 Filling Fee & D 5/8./5 Filling Fee & D 307.50 Filling Fee

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 IJMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

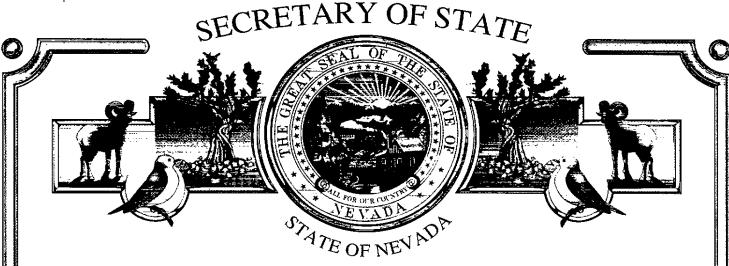
1. Bearing Investments, LLC. (Name of foreign limited liability company)	
2. Nevada 3. (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)	
1. 4/9/03 5. 30 years (Date of Organization) (Duration: Year limited liability company will cease exist or "perpetual")	e to
Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	
. 101 Convention Center Drive Ste 700	
Las, Vegas, NV. 89109 (Street address of principal office)	
If limited liability company is a manager-managed company, check here	
The name and usual business addresses of the managing members or managers are as follows:	Ö
ManagerJ & M Southern Designs, Inc.	
P.O. Box 27740	·
Las Vegas, NV., 89126	 ,
 Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign lan translation of the certificate under oath of the translator must be submitted.) Nature of business or purposes to be conducted or promoted in Florida: 	
• • — — — — — — — — — — — — — — — — — —	
Real Estate Investments 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.)	Jesigns;
<u>Debra Thomas Vice President J & M</u> Souther Typed or printed name of signee	n Des i g Ir

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:		
Bearing Investments, LLC.	5	_
2. The name and the Florida street address of the registered agent and office are:		
	703 I	
Florida street address (P.O. Box NOT ACCEPTABLE)	MAY -2 A	FILED
Lutz, FL 33558 (City/State/Zip)	00 00 W	
Having been named as registered agent and to accept service of process for the above state liability company at the place designated in this certificate, I hereby accept the appointmen registered agent and agree to act in this capacity. I further agree to comply with the provis statutes relating to the proper and complete performance of my duties, and I am familiar we accept the obligations of my position as registered agent as provided for in Chapter 608, F.	t as ions of a ith and	

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



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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, **BEARING INVESTMENTS**, **LLC**, as a limited-liability company duly organized under the laws of **NEVADA** and existing under and by virtue of the aws of the State of Nevada since **APRIL 9**, 2003, and is in good standing in this state.

WARD TO THE PARTY OF THE PARTY

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **April 9, 2003**.

DEAN HELLER Secretary of State

Certification Cler

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