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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

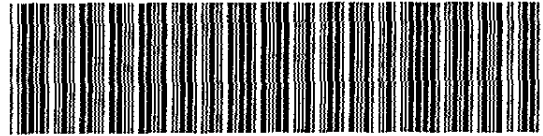
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KEATING, MUETHING & KLEKAMP, P.L.L.

ATTORNEYS AT LAW

1400 PROVIDENT TOWER • ONE EAST FOURTH STREET • CINCINNATI, OHIO 45202-3752

TEL. (513) 579-6400 • FAX (513) 579-6457 • www.kmklaw.com

KIMBERLEY S. SMITH

DIRECT DIAL: (513) 579-6953

FACSIMILE: (513) 579-6457

E-MAIL: KSMITH@KMKLAW.COM

July 8, 2003

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Citadel Group International, LLC
GAB Holdings, LLC

Dear Sir or Madam:

Enclosed for filing with your office is an Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida for both of the above-referenced Ohio limited liability companies.

Also included is a good standing certificate for both entities issued by the Ohio Secretary of State and separate checks in the amount of \$125.00 for the required filing fee.

Please file the enclosed accordingly and return evidence of the filing to my attention using the self-addressed stamped envelope provided.

Should you have any questions, please call.

Sincerely yours,

Kimberley S. Smith
Paralegal

KSS:mrt

Enclosures

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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. GAB Holdings LLC
(Name of foreign limited liability company)
2. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-3047613
(FEI number, if applicable)
4. January 3, 2002
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. January 3, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7851 E. Hanover
Scottsdale, Arizona 85255
(Street address of principal office)

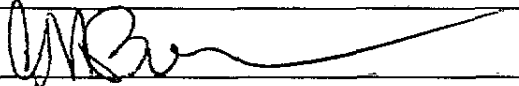
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Gregory Berryman, 7851 E. Hanover, Scottsdale, AZ 85255

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: marketing and sale
of web-based education products


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.)

Gregory Berryman, Member

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

GAB Holdings, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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.

CT Corporation System

Carol Record

(Signature)

Carol Record
Assistant Secretary

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

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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 GAB HOLDINGS LLC, an Ohio Limited Liability Company, Registration Number 1285248, was organized within the State of Ohio on January 03, 2002, 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 3rd day of July, A.D. 2003*

J. Kenneth Blackwell

Ohio Secretary of State

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