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Division of Corporations

002/005

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From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.
Account Number : 072720000266
Phone : (941) 366-4800
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FOREIGN LIMITED LIABILITY COMPANY

NextMonet LLC

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001/005



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 29, 2003

WILLIAMS, PARKER

SUBJECT: NEXTMONET LLC
REF: W03000039613

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6025.

Trevor Brumbley
Document Specialist

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**APPLICATION BY NEXTMONET LLC
FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with section 608.503, Florida Statutes, the following is submitted to register NextMonet LLC, a Delaware limited liability company (the "Company"), to transact business in the State of Florida:

1. The name of the Company is NextMonet LLC.
2. The jurisdiction under the law of which the Company is organized is Delaware.
3. The federal identification number for the Company is non-applicable.
4. The date the Company was organized in Delaware is November 29, 2001.
5. The duration of the Company is perpetual.
6. The date the Company first transacted business in Florida is upon the filing of this application.
7. The street address of the principal office and mailing address of the Company is Center Court, Venice, Florida 34292-3500.
8. The Company is a manager-managed limited liability company.
9. The name of the Florida registered agent and the address of the Florida registered office of the Company is:

James L. Turner
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.

10. The name and usual business address of the manager of the Company is as follows:

Richard J. Mitchell
310 Center Court
Venice, Florida 34242-3500

11. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of the records in the jurisdiction under the law of which the Company is organized.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

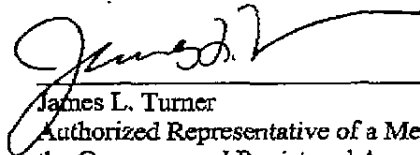
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12. The purpose of the Company authorized in Delaware and to be carried out in the State of Florida is to engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act.

Dated this ¹²~~12~~ day of December 2003.


James L. Turner

Authorized Representative of a Member of
the Company and Registered Agent

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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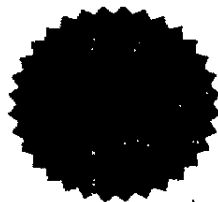
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Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "NEXTMONET LLC" IS DULY FORMED UNDER
THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND
HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW,
AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3461817 8300

AUTHENTICATION: 2831488

030794364

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DATE: 12-22-03