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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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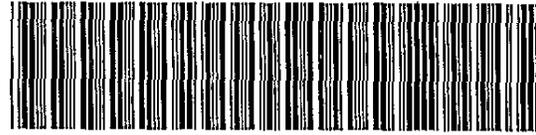
MSA, 7676, 1113, 623, 608,

611, 671

W04-8115

Office Use Only

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02/17/04--01040--010 **100.00

03/12/04--01005--013 **25.00

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 26, 2004

VESYSTEMS, LLC
125 PACIFICA STE. 120
IRVINE, CA 92618

SUBJECT: VESYSTEMS, LLC
Ref. Number: W04000008115

FILED
04 MAR 17 AM 8:32
TALLAHASSEE, FLORIDA

We have received your document for VESYSTEMS, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$25.00.

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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: 204A00012967



VESystems, LLC
125 Pacifica, Suite 120
Irvine, CA 92618
Tel: (949) 790-7703 • Fax: (949) 790-7995
<http://www.vesllc.com>

February 13, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir / Madam:

VESystems, LLC is contemplating a bid in response to a Request for Proposal by the Orlando-Orange Count Expressway Authority for a Personnel Services Contractor, Project # PS-03. One of the requirements of the RFP is to have our business registered in Florida,

I have enclosed the registration application, the Certificate of Good Standing, issued by the State of California, and a check for \$100.

If you have any questions, please call me at 949-790-7003.

Sincerely,

Manfred A. Rietsch
CEO

Hi
The check did not
get enclosed with
the original documents
mailed today.

FILED
04 MAR 17 AM 8:32
TALLAHASSEE, FLORIDA



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125 Pacifica, Suite 120
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CEO

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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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. VESystems, LLC
(Name of foreign limited liability company)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0937990
(FEI number, if applicable)
4. November 21, 2000
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. _____
(Street address of principal office)

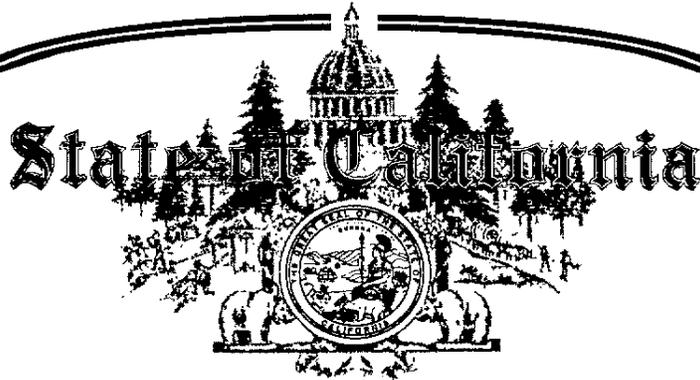
8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
- Manfred Rietsch, 125 Pacifica, Suite 290, Irvine, CA 92618
- Joel Bishop, 125 Pacifica, Suite 290, Irvine, CA 92618
- William Duffy, 125 Pacifica, Suite 290, Irvine, CA 92618

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: Toll Collection
Service Center

Manfred A. Rietsch
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.)
Manfred A. Rietsch
Typed or printed name of signee

FILED
04 MAR 17 AM 8:32
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

**CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **21st day of November, 2000**, **VESYSTEMS, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 10, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

sk



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 26, 2004

VESYSTEMS, LLC
125 PACIFICA STE. 120290
IRVINE, CA 92618

SUBJECT: VESYSTEMS, LLC
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Service Center

FILED
MAR 17 AM 8:32
TALLAHASSEE FLORIDA

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.)

Manfred A. Rietsch

Typed or printed name of signee

State of California

SECRETARY OF STATE

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I, KEVIN SHELLEY, *Secretary of State of the State of California*, hereby certify:

That on the **21st day of November, 2000**, **VESYSTEMS, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 10, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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Service Center

Manfred A. Rietsch

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Manfred A. Rietsch

Typed or printed name of signee

FILED
04 MAR 17 AM 8:32
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:

VESystems LLC

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

Mr. Daniel R. Glatz, Corporate Creations Network, Inc

(Name)

11380 Prosperity Farms Road, #221E

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

Palm Beach Gardens, FL 33410

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAR 17 AM 8:33
F-11-EDD

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.


(Signature)

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