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#### Nevada Corporate Center, Inc.

2248 Meridian Boulevard, Suite H Minden, Nevada 89423

775-782-2201 - Main 877-683-9343 - Main -Toll Free 775-824-0300 - Kristy Muck - Direct Line 877-297-5399 - Kristy Muck - Direct Toll Free 775-824-0105 - Fax kmuck@sutlaw.com

March 25, 2004

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Friends Holdings, LLC

Dear Clerk:

Enclosed for filing you will find;

The Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.

Also enclosed you will find a check in the amount of \$130.00 for the filing fee and certified copy fee.

Please provide confirmation of filing at earliest opportunity. For your convenience enclosed is a Fed Ex Air Bill for return of the documents. Thank you for your attention to this matter.

If you do have any questions please do not hesitate to contact me directly at 877-297-5399 Ex 108.

Thank you again.

Sincerely,

Kristy Muck

Account Representative

#### 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 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Friends Holdings, LLC					
(Name of foreign limited liability company)						
2.	Wyoming  (Jurisdiction under the law of which foreign limited liability company is organized)  3. (FEI number, if applicable)					
4.	January 9, 2004  (Date of Organization)  5. Perpetual  (Duration: Year limited liability company will cease to exist or "perpetual")					
6.	Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)					
7.	7. 60 E. Simpson Street  Jackson, Wyoming 83001					
	(Street address of principal office)	7				
8.	(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:					
9.	9. The name and usual business addresses of the managing members or managers are as follows:					
	Eddie Tan					
	60 E. Simpson Street					
Post Office Box 2869						
	Jackson, Wyoming 83001					
10	<ol> <li>Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of re the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language translation of the certificate under oath of the translator must be submitted.)</li> </ol>					
1	1. Nature of business or purposes to be conducted or promoted in Florida: To hold					
	and manage investments					
	Eddiecjan	-				
	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.)  Eddie C. Tan, Manager					

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 Com	pany is:	
Friends Holdings	, LLC		
2. The name and the	e Florida street address	of the registered agent and office	are:
Karen Maller			TALL SEC
		(Name)	宝司 克
_1	Progress Plaza #121	10	Aest Aest
Florida street address (P.O. Box NOT ACCEPTABLE)			
St.	Petersburg,	<sub>FL</sub> 33701	元のま
	(	(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.

Karen F. Malle (Signature)

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

## State of Wyoming

Office of the Secretary of State



United States of America, State of Wyoming

SS.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that FRIENDS HOLDINGS, LLC, a limited liability company organized under the laws of the State of Wyoming, did on 01/09/2004, file its Articles of Organization in the Office of the Secretary of State of Wyoming, and is in good standing at the date of this certificate.

I FURTHER CERTIFY that this certificate is not to be construed as an endorsement, recommendation, or notice of approval of the limited liability company's financial condition or business activities and practices, as this information is not available from the records of this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 12th day of March A.D., 2004.



Secretary of State