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ANDERTAINERS

i. MOY CHYS



April 7, 2004

MARILYN ALEXANDER 100 NORTH TAMPA STREET, SUITE 1800 TAMPA, FL 33601-1100

SUBJECT: VERTICALIBROS, LLC Ref. Number: W04000013554

We have received your document for VERTICALIBROS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the usual business addresses of its managing members or managers.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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 (24) (850) 245-6020.

Tammi Cline Document Specialist

Letter Number: 904A00022785

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP ATTORNEYS AND COUNSELLORS AT LAW

E. D. ARMSTRONG III BRUCE H. BOKOR JOHN R. BONNER, SR.* GUY M. BURNS JONATHAN S. COLEMAN STACY COSTNER MICHAEL T. CRONIN ELIZABETH J. DANIELS BECKY FERRELL-ANTON COLLEEN M. FLYNN
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LEANNE LETIZE

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ZACHARY D. MESSA
AR. "CHARLIE" NEAL
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CHARLES A. SAMARKOS
PHILIP M. SHASTEEN
JOAN M. VECCHIOLI
STEVEN H. WEINBERGER
JOSEPH J. WEISSMAN
STEVEN A. WILLIAMSON
*OF COUNSEL

Please Reply to Tampa E-MAIL ADDRESS: phils@pfirm.com FILE NO. 107863

April 13, 2004

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

ATTN: Tammi Cline

Document Specialist

Re: Verticalibros, LLC Ref. Number: W04000013554

Dear Ms. Cline:

Enclosed for filing is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Existence from State of Delaware regarding the above-referenced corporation, along with a copy of the rejection letter.

Thank you for your immediate attention to the filing of this Application.

Sincerely,

Marilyn D. Alexander

Assistant to Philip M. Shasteen

:mda Enclosures #86425

CLEARWATER OFFICE
911 CHESTNUT STREET (ZIP 33756)
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 33757-1368
TELEPHONE. (727) 461-1818
TELECOPIER (727) 462-0365

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 1800 (ZIP 33602)
POST OFFICE BOX 1100
TAMPA, FLORIDA 33601-1100
TELEPHONE (813) 225-2500
TELECOPIER (813) 225-1857

Alexander

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VIA FEDERAL EXPRESS

PETER A. RIVELLINI DENNIS G. RUPPEL* CHARLES A. SAMARKOS PHILIP M. SIIASTEEN JOAN M. VECCHIOLI STEVEN H. WEINBERGER JOSEPH J. WEISSMAN STEVEN A. WILLIAMSON *OF COUNSEL

Please Reply to Tampa E-MAIL ADDRESS: phils@jpfirm.com FILE NO. 107863

March 29, 2004

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Verticalibros, LLC

Dear Sir/Madam:

Re:

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation and a check in the amount of \$130.00 for filing fees. The fees include \$100.00 for filing of the Application, \$25.00 for filing of the Certificate, and \$5.00 for a Certificate of Status.

Please address all correspondence regarding this matter to:

Philip M. Shasteen, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Sincerely,

Marilyn D. Alexander

Assistant to Philip M. Shasteen

:mda Enclosures #86005

CLEARWATER OFFICE
911 CHESTNUT STREET (ZIP 33756)
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 33757-1368
TELEPHONE: (727) 461-1818
TELECOPIER (727) 462-0365

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 1800 (ZIP 33602)
POST OFFICE BOX 1100
TAMPA, FLORIDA 33601-1100
TELEPHONE (813) 225-1857
TELECOPIER (813) 225-1857

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.	Verticalibros, LLC
•	(Name of foreign limited liability company)
2.	Delaware 3, 20-0680194
~~(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
4.	February 3, 2004 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6.	February 3, 2004
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7.	100 North Tampa Street, Suite 1800
	Tampa, FL 33602
	(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:
	Grupo Katz, Inc., 925 Genter Street, #203, La Jolla CA 92037
	Chuckita Corp., 100 North Tampa Street, Suite 1800, Tampa, FL 33602
	Media Investments, LLC, 5695 Avery Road, Dublin, OH 43016
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: Sales and distribution
	of books written in Spanish and related consulting.
	1 D
	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.)
	Philip M. Shasteen

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 Liab	ility Company is:			
Verticalibros, LLC	<u> </u>		<u>·</u>	•
2. The name and the Florida stre	et address of the registered agent and office are:			
Philip M. Sha	steen		<u>C1</u>	
	(Name)	AHASSEE.		1
100 North Tampa Street, Suite 1800		•		
Flori	ida street address (P.O. Box <u>NOT</u> ACCEPTABLE)	FLORIDA H.ORIDA	င္း က	
Tampa	FL 33602	1		
<u> </u>	(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.

(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTICALIBROS, 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 EIGHTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3760079 8300

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 3042084

040259474 DATE: 04-08-04