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(City/State/Zip/Phone #)

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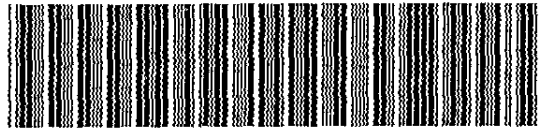
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W04-25469

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04 JUL 29 AM 9:15
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FRI-BERG ENTERPRISES, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Frances K. Scott
(Name of Person)

FRI-BERG ENTERPRISES, LLC
(Firm/Company)

1385 Dancing Horse Drive
(Address)

Colorado Springs, CO 80919
(City/State and Zip Code)

For further information concerning this matter, please call:

Gregory A. Scott at (850) 554-0605
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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 04 JUL 29 AM 9:15
 SEC. OF STATE
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 2, 2004

FRANCES K. SCOTT
1385 DANCING HORSE DRIVE
COLORADO SPRINGS, CO 80919

SUBJECT: FRI-BERG ENTERPRISES, LLC
Ref. Number: W04000025469

04 JUL 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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We have received your document for FRI-BERG ENTERPRISES, LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 604A00043044

**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. FRI-BERG ENTERPRISES, LLC
(Name of Foreign Limited Liability Company)

2. Colorado 3. 56-2327801
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 19, 2003 5. 2033
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. _____
1385 Dancing Horse Drive, Colorado Springs, CO 80919
(Street Address of Principal Office)

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

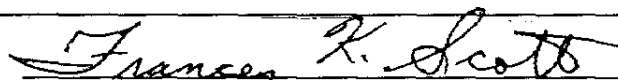
9. The name and usual business addresses of the managing members or managers are as follows:

Gregory A. Scott, 1432 Colwyn Drive, Cantonment, FL 32533

Frances K. Scott, 1385 Dancing Horse Drive, Colorado Springs, CO 80919

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: Real Estate Investment



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.)

Frances K. Scott

Typed or printed name of signee

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04 JUL 29 AM 9:15
SECRETARY OF STATE
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:

FRI-BERG ENTERPRISES, LLC

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

Gregory A. Scott

(Name)

1432 Colwyn Drive

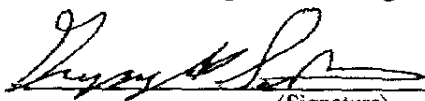
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Cantonment

FL 32533

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, Florida Statutes.



(Signature)

\$ 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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

FRI-BERG ENTERPRISES, LIMITED LIABILITY COMPANY

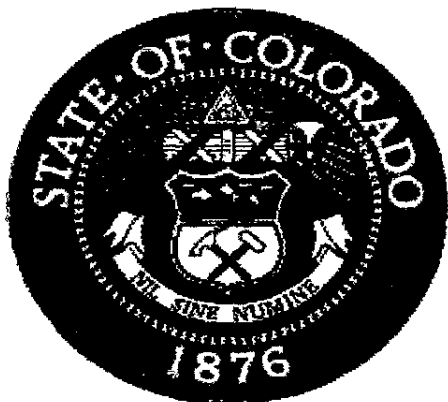
is a

Limited Liability Company

formed or registered on 02/19/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031055409 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 06/30/2004 that have been posted, and by documents delivered to this office electronically through 07/17/2004 @ 16:11:32 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/17/2004 @ 16:11:32 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6009444 .



Donetta Davidson

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bi/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."