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2005 FEB 28 PM 3:46
TALLAHASSEE, FLORIDA

W04-30986
J. BRYAN AUG 13 2004

J. BRYAN FEB 24 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MSD Properties Ltd., Co.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael C. Addison
(Name of Person)

Addison & Delano, P. A.
(Firm/Company)

P. O. Box 2175
(Address)

Tampa, FL 33601-2175
(City/State and Zip code)

2005 FEB 28 PM 3:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Darlene Lesnek at (813) 223-2000
(Name of Person) (Area Code & Daytime Telephone Number)

email : dlesnek@addisondelano.com

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

check submitted with original application - see attached Rejected filing. Please contact me if there is a problem with this filing.
Darlene Lesnek



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 13, 2004

MICHAEL C. ADDISON
P.O. BOX 2175
TAMPA, FL 33601-2175

SUBJECT: MSD PROPERTIES, LTD.
Ref. Number: W04000030986

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TALLAHASSEE, FLORIDA

We have received your document for MSD PROPERTIES, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$55.00.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "Ltd. Co." "L.C." or "L.L.C."

You completed the wrong form.,

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 804A00050265



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 7, 2005

MICHAEL C. ADDISON
P.O. BOX 2175
TAMPA, FL 33601-2175

SUBJECT: MSD PROPERTIES, LTD.
Ref. Number: W04000030986

COPY

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2005 FEB 28 PM 3:46
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

There is a balance due of \$55.00.

You completed the wrong form. You are a Limited Liability Company not a Corporation.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 405A00008486

FEB 14 2005

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:

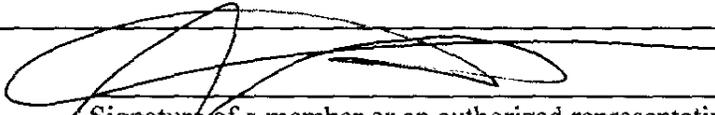
1. MSD Properties Ltd., Co.
(Name of Foreign Limited Liability Company)
2. Ohio 3. 31-1726695
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. Dec. 3, 1997 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. August 8, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 409 W. Gambier St., Suite 200, Mount Vernon, OH 43050
(Street Address of Principal Office)

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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:
Michael S. Dennis, 4802 Londonderry Dr., Tampa, FL 33647

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: all lawful business activities



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.)
Michael S. Dennis

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 Company is:

MSD Properties, Ltd.

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

Michael C. Addison

(Name)

400 N. Tampa St., Suite 1100

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

Tampa

FL 33602

City/State/Zip

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TAMPA, FLORIDA
SUNSHINE REGISTRATIONS

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)

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MSD PROPERTIES LTD., an Ohio Limited Liability Company, Registration Number LL1391, was organized within the State of Ohio on December 03, 1997, is currently in FULL FORCE AND EFFECT upon the records of this office.

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2005 FEB 28 PM 3:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 10th day of August, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004222AA3FBB