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ACCOUNT NO. : 072100000032

REFERENCE : <u>6</u>33412

SOL WOOL

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE: October 4, 2005

ORDER TIME : 3:11 PM

ORDER NO. : 633412-005

CUSTOMER NO: 4813885

FOREIGN FILINGS

NAME: CPA DIRECTED MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER:

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	0.	\wedge	
AJ	APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA	\$ 10%	
	Indianel position in alcoupt	40	
N CC	COMPLIANCE WITH SECTION 608508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO RECESTER A FOREIGN, C		
	TED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:	5.0	
1.	APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN ELORIDA COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO RECISIER A FOREIGN AND AUTHORIZATION TO RECISIER A FOREIGN AUTHORIZATION TO RECISION TO RECISION TO RECEIVE AUTHORIZATION TO RECISION TO RECEIVE AUTHORIZATION TO RECISION TO RECEIVE AUTHORIZATION TO R		
	(Name of Foreign Limited Liability Company)	Dr.	
,	Delawers a Applied For	7	
(Jui	urisdiction under the law of which foreign limited liability (FRI number, if applicable)		
DOLL	supany is organized)		
4	May 31, 2005 5, Perpetual		
	(Date of Organization) (Duration: Year limited liability company will cause to exist or "perpensal")		
,	Upon qualification		
o	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 508.502 F.S. to determine penalty liability)		
	(See sections 608.501 & 608.502 F.S. to determine penalty liability)		
7	6821 Palisades Park Court - Suite 1		
	Fort Meyers, FL 33912		
-	(Street Address of Principal Office)		
	·		
8. If	f limited liability company is a manager-managed company, check here		
9. TI	The name and usual business addresses of the managing members or managers are as follows:		
_	Mark C. Northrop, Managing Member		
i	8821 Pallsades Park Court, Suite 1, Fort Meyers, FL 33912		
_			
10. A	Attached is an original cutificate of extinence, no more than 90 days old, duly authenticated by the official having custody of records in		
	misdiction under the law of which it is organized. (A.photocopy is not acceptable. If the certificate is in a fixeign lenguage, a listion of the certificate rander out to of the manufator must be submitted.)		
Tellward	AND AND AND AND STATES CONTINUES TO THE INCIDENCE OF SECURITIES.		
11. d	Nature of business or purposes to be conducted or promoted in Florida:		
	Importment i fancyement		
	Investment Management		
	May Berlem		
	Signature of a member or an authorized representative of a member.		
	(In accordance with section 503.405(3), F.S., the execution of this document constitutes		
	an affirmation under the penalties of perjury that the facts stated herein are true.) Mark C. Northrop, Managing Member		
	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:		
_	CPA Directed Management, LLC		
2. The name and the Florida street address of the registered agent and office are:			
	Mark C. Northrop		
	(Name)		
	6821 Palisades Park Court - Suite 1		
	Florida Street Address (F.O. Box NOT ACCEPTABLE)		
	Fort Meyers FI, 33912		
	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 duttes, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

(Signature)

\$ 109.00 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 "CPA DIRECTED MANAGEMENT, 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 FOURTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPA DIRECTED MANAGEMENT, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2005.

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



Darriet Smith Hindson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4203001

DATE: 10-04-05

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