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SECRETARY OF STATE
DIVISION OF CORPORATIONS

For LLC
-alt

McDonald Hopkins

McDonald Hopkins Co., PA
Attorneys at Law

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October 12, 2005

VIA FACSIMILE 850-245-6030

AND FEDERAL EXPRESS

Division of Corporations
Attn: Brenda Tadlock
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: PN, LLC, a Delaware limited liability company


Dear Brenda:

Enclosed please find the following for filing with your office:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Delaware Certificate of Good Standing;
4. Certified copies of the organizational documents from the State of Delaware; and
5. Our firm's check no. 1237 in the amount of \$160.00 representing your filing fees.

Thank you for your anticipated attention to this matter. Of course, please contact me if you have any questions.

Very truly yours,


Michele C. D'Alessandro, CP
Certified Paralegal

MCD/

Enclosures

cc: Paul Niedermeyer (via email w/encl.)
Scott R. Austin, Esq. (via email w/encl.)

MH

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PN, LLC, a Delaware limited liability company
(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:

Scott R. Austin, Esq.
(Name of Person)

McDonald Hopkins Co., PA
(Firm/Company)

250 Australian Avenue South, Suite 700
(Address)

West Palm Beach, FL 33401
(City/State and Zip Code)

For further information concerning this matter, please call:

Scott R. Austin, Esq. at (954) 410-3760
(Name of Person) (Area Code & Daytime Telephone Number)

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

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**


*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. PN, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 03/10/2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 09/30/2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 250 Australian Avenue South, Suite 700
West Palm Beach, FL 33401
(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:
Paul E. Niedermeyer
4401 North Federal Highway, Suite 202
Boca Raton, FL 33431

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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: general business
purposes



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.)

Paul Niedermeyer, 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 Company is:

PN, LLC

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

Scott R. Austin, Esq.

(Name)

250 Australian Avenue South, Suite 700

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

West Palm Beach

FL 33401

City/State/Zip

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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)

Delaware

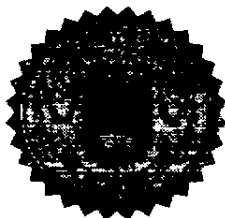
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PN, 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PN, LLC" WAS FORMED ON THE TENTH DAY OF MARCH, A.D. 2005.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4192111

DATE: 09-29-05