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J. BRYAN MAY 23 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WXZ Retail Group/Ocoee, 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:

Cary J. Zabell, Esq., General Counsel

(Name of Person)

Cary J. Zabell Co., L.P.A.

(Firm/Company)

25700 Science Park Drive, Suit 250

(Address)

Beachwood, Ohio 44122

(City/State and Zip Code)

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For further information concerning this matter, please call:

Cary J. Zabell, Esq.

(Name of Person)

at (216) 831-8111

(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. WXZ Retail Group/Ocoee, LLC
(Name of Foreign Limited Liability Company)
2. Ohio 3. 20-4863030
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 11, 2006 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 7055 Engle Road, Suite 302, Middleburg Heights, Ohio 44130
(Street Address of Principal Office)

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

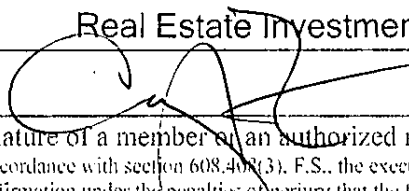
9. The name and usual business addresses of the managing members or managers are as follows:

WXZ Development, Inc., Managing Member
7055 Engle Road, Suite 302, Middleburg Heights, Ohio 44130

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 608.401(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Cary J. Zabell Esq., General Counsel

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:

WXZ Retail Group/Ocoee, LLC

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

James R. Wymer

(Name)

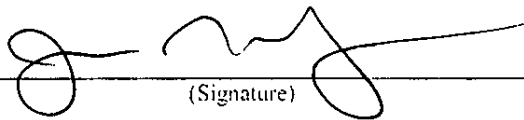
4751 Gulf Shore Boulevard, N. #1206

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

Naples, Florida 34103

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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**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 WXZ RETAIL GROUP/OCOEE, LLC, an Ohio Limited Liability Company, Registration Number 1622254, was organized within the State of Ohio on May 11, 2006, is currently in FULL FORCE AND EFFECT upon the records of this office.

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*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 16th day of May, A.D. 2006*

J. Kenneth Blackwell

Ohio Secretary of State