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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

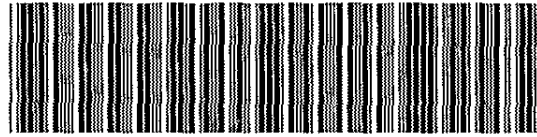
(Document Number)

Certified Copies _____ Certificates of Status _____

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[Signature]



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ungerlaw.com

FOCUSSED
LEGAL
COUNSEL

1801 CENTURY PARK EAST
SUITE 1750
LOS ANGELES
CA 90067

e-mail: bess@ungerlaw.com

September 5, 2006

VIA FEDEX

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

Re: Homestead BJ's, LLC

**Enclosure: Application for Registration of a Foreign Limited Liability Company,
Certificate of Formation, Filing Fees.**

_____ For your handling.

Please:

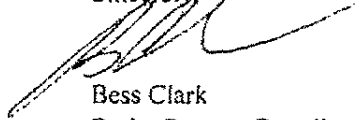
Review

_____ File and return conformed copy to our office.

Additional remarks:

Please file the enclosed Application for Registration of a Foreign limited liability company. Once it is filed, please return the copies to our office via FedEx in the enclosed envelope. Thank you for your assistance.

Sincerely,



Bess Clark
Entity Process Coordinator

BC/ah
Enclosures

cc: Homestead BJ's, LLC (w/o encl.)
Jeffrey A. Unger, Esq. (w/o encl.)

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TALLAHASSEE, FLORIDA

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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. Homestead BJ's, LLC (Name of Foreign Limited Liability Company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-5439006 (FEI number, if applicable)

4. 8-23-2006 (Date of Organization) 5. perpetual (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. 3224 Club Drive, Los Angeles, California, 90064 (Street Address of Principal Office)

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

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

Karen Brooks 3224 Club Drive, Los Angeles, California, 90064

Edwin Yates 3224 Club Drive, Los Angeles, California, 90064

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 property ownership

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) Karen Brooks Typed or printed name of signer

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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:

Homestead BJ's, LLC

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

Registered Agents Legal Services, LLC
(Name)

155 Office Plaza Drive, Suite A
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
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.

Michael W. Ashley
(Signature) MICHAEL W. ASHLEY

- \$ 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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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMESTEAD BJ'S, 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-FOURTH DAY OF AUGUST, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4995979

DATE: 08-24-06