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#### **COVER LETTER**

**TO:** Registration Section Division of Corporations

| SUBJECT: MORRISON ASSOCIATES MANAGEMENT SERVICES, 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:   |  |  |
| KRISTEN E. SIMMONS, ESQ.  |  |  |
| (Name of Person)  |  |  |
|   |  |  |
| OSHINS & ASSOCIATES, LLC  |  |  |
| (Firm/Company)  |  |  |
| 1645 VILLAGE CENTER CIR., STE. 170  |  |  |
| (Address)   |  |  |
| LAS VEGAS, NEVADA 89134   |  |  |
| (City/State and Zip Code)   |  |  |
| For further information concerning this matter, please call:  |  |  |
| KRISTEN E. SIMMONS, ESQ. at ( 702 ) 341-6000  |  |  |
| (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:  \$\Bigsiz \frac{1}{25.00}\$ \text{ Filing Fee} \Bigsiz \frac{1}{25.00}\$ \text{ Filing Fee} & \Bigsiz \frac{1}{25.00}\$ \text{ Filing Fee}, Certificate \text{ Certified Copy} \text{ of Status & Certified Copy} \text{ of Status & Certified Copy} |  |  |



December 20, 2006

KRISTEN E. SIMMONS, ESQ OSHINS & ASSOCIATES, LLC 1645 VILLAGE CENTER CIR. STE. 170 LAS VEGAS, NV 89134

SUBJECT: MORRISON ASSOCIATES MANAGEMENT SERVICES, LLC

Ref. Number: W06000054591

We have received your document for MORRISON ASSOCIATES MANAGEMENT SERVICES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Date of Organization in #4 must be the date filed in Nevada.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6067.

Letter Number: 406A00072009

Neysa Culligan Document Specialist

### 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 MORRISON ASSOCIATES MANAGEMENT SERVICES, LLC  |
|---|
| (Name of Foreign Limited Liability Company)   |
| 2. NEVADA 3   |
| (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)  |
| 4 12/12/010 5 PERPETUAL   |
| (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")  |
|   |
| (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)   |
| 7. 243 N.E. 5th Avenue  |
| Delray Beach, Florida 33483   |
| (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:  |
| R. SCOTT MORRISON, JR., Manager   |
| 243 N.E. 5th Avenue   |
| Delray Beach, Florida 33483   |
| 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in<br>the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a<br>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: ANYTHING ALLOWABLE BY LA   |
| Signature of a member or an authorized representative of a member.  (In accordance with section 608.408(3), 4.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  R. SCOTT MORRISON, JR.  |
| 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:

#### MORRISON ASSOCIATES MANAGEMENT SERVICES, LLC

| 2. The name and the Florida street address of the registered agent and office are: | O7.<br>SECH<br>TALL  |
|--|--|
| MORRISON, R. SCOTT, JR.  | AHA  |
| (Name)   | - SEE CONTRACTOR OF THE PROPERTY OF THE PROPER |
| 243 N.E. 5th Avenue, Suite 100   | PH -   |
| Florida Street Address (P.O. Box NOT ACCEPTABLE)                                   |  |
| Delray Beach FL_33483  |  |
| 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)

SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, MORRISON ASSOCIATES MANAGEMENT SERVICES, LLC, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 12, 2006, and is in good standing in this state.

Electronic Certificate
Certificate Number: C20061227-1718
You may verify this electronic certificate
online at http://secretaryofstate.biz/

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 27, 2006.

DEAN HELLER Secretary of State