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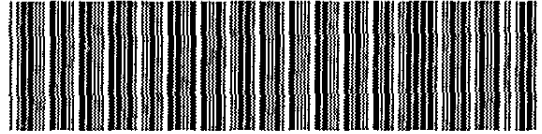
(Business Entity Name)

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07 JUL 19 PM 12:46
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

JOHN D. BAILEY, JR.
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TRACY WILSON UPCHURCH
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St. Augustine, Florida 32085-3007

OF COUNSEL:

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.
(1894-1986)

July 18, 2007

VIA FEDERAL EXPRESS

Airbill No. 7913 4613 4093

Attention: Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Holmes Home Improvements, LLC
Our File No. 3-07-387

Dear Sir or Madam:

Enclosing please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Existence and this firm's check number 13405 in the amount of \$160.00, representing the filing fee to register the referenced foreign limited liability company to transact business in Florida.

Please provide us with a certified copy and certificate of status. A duplicate copy of the application and self-addressed, stamped return envelope is also enclosed.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Johanna S. Davies,
Assistant to Richard Q. Lewis III

/jsd
Enclosures

**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. Holmes Home Improvements, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2988069
(FEI number, if applicable)

4. February 1, 2002
(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 and 608.502, F.S., to determine penalty liability)

7. 6170 A1A South #323
St. Augustine, Florida 32080
(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:

Richard H. Holmes
6170 A1A South #323
St. Augustine, Florida 32080

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: Home Improvements

Richard H. Holmes
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.)

Richard H. Holmes
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
07 JUL 19 PM 12:16

**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:

Holmes Home Improvements, LLC

If name unavailable, the alternate name to be used in the State of Florida is:

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

Richard H. Holmes

(Name)

6170 A1A South #323

Florida Street Address (P.O. Box NOT Acceptable)

St. Augustine, Florida 32080

City/State/Zip Code

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)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Holmes Home Improvements, LLC, a limited liability company formed under the laws of VIRGINIA, effective as of February 01, 2002.

As of the date below, articles of cancellation have not been filed in this office by Holmes Home Improvements, LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 5, 2007*

Joel H. Peck

Joel H. Peck, Clerk of the Commission