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### STAACK, SIMMS & HERNANDEZ, P.A. Attorneys At Law

GARY P. CORS ALEXANDER HERNANDEZ JOHN S. SIMMS JAMES A. STAACK \*

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\*Bar Certified Attorney: Real Estate

CLEARWATER: (727) 441-2635 TAMPA: (813) 920-9882 FAX: (727) 461-4836 Website:www.staack-firm.com toll free: 1-(800)-474-9935

November 9, 2007

The Secretary of State Division of Corporations Clifton Building 661 Executive Center Circle Tallahassee, FL 32301 VIA FEDERAL EXPRESS

Re: AMERICAN LIQUOR ALLIANCE, LLC, a Nevada Limited Liability Company

#### Dear Sir or Madam:

Enclosed herewith please find two executed originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation Registered Agent/Registered Office for the above referenced limited liability company along with an original Nevada Certificate of Existence and our check in the amount of \$160.00 to cover the cost of the following:

Filing Fee	\$100.00	!		
Certification & Return of Copy	30.00	≱က္က		
Registered Agent Designation	25.00			e <sup>ne</sup> r <del>isgour</del> e
Certificate of Status	5.00	igra	Ö	1
Total	\$ 160.00	ASS		47.750(元) 年 みでのお除る時
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Please return a certified copy and certificate of status to us at the above address Thank you for your assistance.

Sincerely,

- (MANOV) CALETA

JAS/bb Enclosures

#### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA OF

#### AMERICAN LIQUOR ALLIANCE, LLC

a Nevada Limited Liability Company

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:

#### **ARTICLE I**

The name of the limited liability company is AMERICAN LIQUOR ALLIANCE, LLC

#### ARTICLE II

The limited liability company is organized under the laws of the state of Nevada.

#### ARTICLE III

The federal tax identification number of the company is 20-8273877.

#### **ARTICLE IV**

The date of organization of the company is January 9, 2007 and the period of duration is perpetual.

#### ARTICLE V

The date the company first transacted business in Florida is N/A.

#### **ARTICLE VI**

The street address and mailing address of the principal office of the company is

2727 Ulmerton Road #270 Clearwater, FL 33762

#### ARTICLE VII

The name and usual business address of the managing members are as follows:

MSH Investments 711 S. Carson Street, Suite 4 Carson City, NV 89701 187 NOV 14 PM 1: 06

#### **ARTICLE VIII**

The original certificate of existence dated October 5, 2007, duly authenticated by the official having custody of records in the jurisdiction under the laws of the state of Nevada is attached hereto.

#### ARTICLE IX

The nature of business or purposes to be conducted or promoted in Florida is to perform management services.

The undersigned has executed this Application this 9th day of November, 2007.

James A. Staack Authorized Representative

In accordance with §608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

E.UIM/LAWES/American Liquor Alhance, LLC/FOREIGNAPPLLC.wpd

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## CERTIFICATE OF DESIGNATION 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/registered agent, in the state of Florida.

- 1. The name of the limited liability company is: AMERICAN LIQUOR ALLIANCE, LLC
  - 2. The name and address of the registered agent and office is:

James A. Staack, Esq.
Staack, Simms & Hernandez, P.A.
900 Drew Street, Suite 1
Clearwater, FL 33755

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.

SIGNATURE

James A. Staad

DATE: November 9, 2007

SECRETARY OF STATE

## SECRETARY OF STATE



# CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, 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, AMERICAN LIQUOR ALLIANCE, 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 January 9, 2007, and is in good standing in this state.

Electronic Certificate
Certificate Number: C20071005-0163
You may verify this electronic certificate
online at <a href="http://sccretaryofstate.biz/">http://sccretaryofstate.biz/</a>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 5, 2007.

ROSS MILLER Secretary of State