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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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T. CLINE

FEB 25 2008

EXAMINER



*Doane & Doane, PA*

ATTORNEYS AT LAW

*Claire R. Waters*

*Legal Assistant*

*cwaters@doanelaw.com*

February 20, 2008

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

Re: GMV Holdings, LLC – a Delaware limited liability company  
GMW Holdings, LLC – a Delaware limited liability company

To Whom It May Concern:

Enclosed are the following items in connection with the above referenced limited liability companies for filing with the Division of Corporations:

1. Cover letter to Registration Section, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office and a Delaware Certificate of Good Standing for GMV Holdings, LLC.
2. Cover letter to Registration Section, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office and a Delaware Certificate of Good Standing for GMW Holdings, LLC.
3. Our check in the amount of \$310.00 (\$155.00 per LLC) covering the filing fees and certified copies for each of the above named limited liability companies.
4. A self addressed stamped envelope for the return of the certified copies.

Please let us know if you need additional information in this regard.

Sincerely,

Claire R. Waters,  
Legal Assistant to  
RANDELL C. DOANE, Esquire

/crw

Enclosures

cc: Mr. and Mrs. Bruce N. Harris

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COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: GMW HOLDINGS, 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:

RANDELL C. DOANE, ESQ.  
(Name of Person)

DOANE + DOANE, P.A.  
(Firm/Company)

2000 PGA BLVD, SUITE 4410  
(Address)

NO. PALM BEACH, FL 33408  
(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

JEANNA B. CARROLL, ESQ. at (561) 656-0213  
(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:

☐ \$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. G M W HOLDINGS, 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. DELAWARE 3. 26-1600409  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 11-14-07 5. PERPETUAL  
(Date of Organization) (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. 3219 W. CHANNEL CIRCLE  
JUPITER, FL 33477  
(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:  
BRUCE N. HARRIS, MANAGING MEMBER  
3219 W. CHANNEL CIRCLE  
JUPITER, FL 33477

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: Internet  
Sales of digital photographs

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.)

Bruce N Harris

Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

GMW HOLDINGS, LLC

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

\_\_\_\_\_

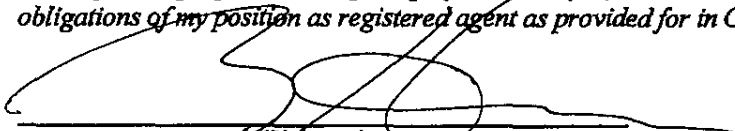
2. The name and the Florida street address of the registered agent and office are:

BRUCE N. HARRIS  
(Name)

3219 W. CHANNEL CIRCLE  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

JUPITER FL 33477  
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)

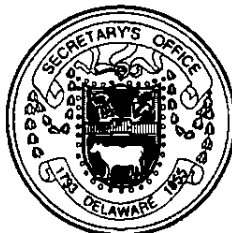
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TALLAHASSEE, FLORIDA

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GMW HOLDINGS, 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 ELEVENTH DAY OF FEBRUARY, A.D. 2008.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6374040

DATE: 02-11-08