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SEP 2 2 2008

EXAMINER



ACCOUNT NO. : 07210000032

REFERENCE: 728430

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: September 19, 2008

ORDER TIME : 3:19 PM

ORDER NO. : 728430-015

CUSTOMER NO: 4327335

FOREIGN FILINGS

NAME: INDEPENDENT PRODUCERS OF

AMERICA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath -- EXT# 2955

EXAMINER:

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.	Independent Producers of America, LLC (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
ÇO	name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written nsent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability ompany," "L.L.C.," "LLC.")
2	Delaware 3 26-2409868
	(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
4.	March 25, 2008 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.	4929 W. Royal Lane
	Irving, TX 75063
	(Street Address of Principal Office)
8.	If limited liability company is a manager-managed company, check here \(\Sigma \)
9.	The name and usual business addresses of the managing members or managers are as follows:
	Richard K. Pertile, 4929 W. Royal Lane, Irving, TX 75063
	Jeffrey C. Smedsrud, 8009 34th Ave. S, #360, Bloomington, MN 55347
	Adam C. Vandervoort, 485 Madison Avenue, New York, NY 10022
the	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a instation of the certificate under oath of the translator must be submitted.)
11	. Nature of business or purposes to be conducted or promoted in Florida: To engage in any lawful act or activity
	for which Limited Liability Companies may be organized under the general Limited Liability Law of Florida
	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.) Adam C. Vandervoort

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:
Independent Producers of America, 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:
Corporation Service Company
(Name)
1201 Hays Street
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. Corporation Service Company BY: Described Management (Signature) Jacqueline N. Casper, Assistant VP

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

PAGE :

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDEPENDENT PRODUCERS OF AMERICA, 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 NINETEENTH DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INDEPENDENT PRODUCERS OF AMERICA, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008.

4524098 8300

080970087

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 6862569

DATE: 09-19-08

Varnet Smith Hindan

You may verify this certificate onlin at corp. delaware.gov/authver.shtml