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TALLAHASSEE, FLORIDA

M. THOMAS
SEP 30 2008
EXAMINER

Law Offices
Abraham A. Galbut, P.A.

September 26, 2008

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SA Holding Group, LLC

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TALLAHASSEE, FLORIDA

Dear Sir or Madam;

Please find the following enclosures for filing;

Application By Foreign Limited Liability Company for Authorization to Transact
Business in Florida, with Designation of Registered Agent
Certificate from Secretary of State of Ohio
Payment of \$130.00 for filing fee, registered agent fee, and Certificate of Status

If possible, please notify us by e-mail of the approval of our application, and our Florida Document Number. My e-mail address is awalters@hudcap.com.

Please feel free to contact me should there be any questions pertaining to the filing of these two companies.

Sincerely yours,
ABRAHAM A. GALBUT, P.A.



ALAN S. WALTERS, ESQ.

ASW:aw

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SA HOLDING GROUP, 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:

Alan S. Walters, Esq.
(Name of Person)

Abraham A. Galbut, P.A.
(Firm/Company)

4770 Biscayne Blvd., Suite 640
(Address)

Miami, Florida 33137
(City/State and Zip Code)

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For further information concerning this matter, please call:

Alan S. Walters at (305) 672-3100
(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. SA HOLDING GROUP, 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. Ohio 3. 26 - 3400243
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 11, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Has not transacted business yet.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1521 Alton Road, # 269, Miami Beach, Florida 33139
(Street Address of Principal Office)

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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:
Essence Anthony, 1521 Alton Road, # 269, Miami Beach, Florida 33139
Eryck Griffin, 1521 Alton Road, # 269, Miami Beach, Florida 33139

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: Any lawful purpose.

Alan S. Walters
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.)
Alan S. Walters, as Attorney for Essence Anthony
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:

SA Holding Group, 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:

Alan S. Walters, Esq.

(Name)

% Abraham A. Galbut, P.A., 4770 Biscayne Blvd., Ste 640

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

Miami, Florida 3337

FL

City/State/Zip

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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)

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SA HOLDING GROUP, LLC, an Ohio Limited Liability Company, Registration Number 1527895, was organized within the State of Ohio on March 11, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of September, A.D. 2008*

A handwritten signature in cursive script that reads "Jennifer Brunner".

Ohio Secretary of State