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(Address)

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(City/State/Zip/Phone #)

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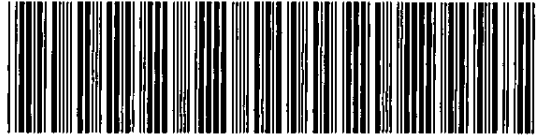
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
MILWAUKEE, WISCONSIN

S. HAWKES  
NOV 5 2008  
EXAMINER

October 28, 2008

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

Dear Sir or Madam:

Pursuant to Florida Statutes section 608.406(2), the undersigned hereby consents to the registration of the Delaware limited liability company APLICOR, LLC with the Division of Corporations as a foreign limited liability company qualified to do business in the State of Florida.

Very truly yours,

APLICOR, INC.

By Charles Schaeffer  
Charles Schaeffer  
Chief Executive Officer

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** APLICOR 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:

Charles Schaeffer

(Name of Person)

Aplicor, LLC.

(Firm/Company)

1615 S Federal Highway, Suite 200

(Address)

Boca Raton, FL 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

Andrew Kingston

(Name of Person)

at ( 888 ) 540 5445

(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. Aplicor, 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. 26-3530931  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 9, 2008 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. n/a  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1615 S Federal Highway, Suite 200  
Boca Raton, FL 33432  
(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:  
Charles Schaeffer, Mark Wakelin, Donald McKinney, Don LeBeau

1615 S Federal Highway, Suite 200, Boca Raton, FL 33432

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: The limited liability company is  
authorized to engage in any business or purpose not prohibited under the laws of Florida.

Charles Schaeffer  
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.)

Charles Schaeffer

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:

Aplicor, 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:

Charles Schaeffer

(Name)

141 Key Palm Road

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

Boca Raton, FL 33432

FL

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.*

Charles Schaeffer  
(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  
SECRETARY OF STATE

**Schedule 1**

<b>Name</b>	<b>Jurisdiction</b>	<b>Equity Holders</b>	<b>Percentage</b>
Aplicor, Ltd	UK	Schaeffer	50
		Wakelin	50
Aplicor pty ltd	Australia	Koltis	100
Aplicor Holdings, Inc	Florida	Schaeffer	100
Aplicor International AISA SA	Costa Rica	Wakelin	100

Aplicor, Ltd was established to pursue business opportunities in Europe. As of the date hereof, it has no revenue or activity.

Aplicor pty ltd was established to secure and hold Australian domain names (.au). As of the date hereof, it has no revenue or activity.

Aplicor Holdings, Inc. was established to acquire, hold and license intellectual property rights. As of the date hereof, it has acquired no intellectual property rights and has no revenue or activity.

Aplicor International SA was established to develop Aplicor Florida products in Costa Rica utilizing Aplicor Florida assets. A copy of the memorandum of understanding between Aplicor International AISA SA and Aplicor Florida has been provided to each Investor.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA