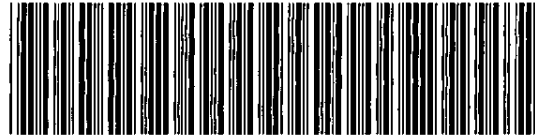


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12/23/08--01021--012 **130.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JAN 12 AM 10:49

T. HAMPTON

JAN 13 2009

EXAMINER

7-5995-8009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 6329 Midnight Pass, 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:

Jeanne Meyers
(Name of Person)

Atlass Professional Corporation
(Firm/Company)

3665 Cherry Creek North Drive, Suite 100
(Address)

Denver, CO 80209
(City/State and Zip Code)

For further information concerning this matter, please call:

Jeanne Meyers at (303) 329-5900
(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

Atlass Professional Corporation
Attorneys at Law

3665 Cherry Creek North Drive • Suite One Hundred • Denver, Colorado 80209-3712
Phone 303 329-5900 • Fax 303 329-3291 • E-mail tatlass@atlass.com

December 22, 2008

VIA FEDERAL EXPRESS

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

Re: 6329 Midnight Pass, LLC

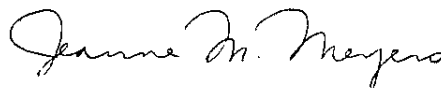
Dear Sir/Madam:

This office represents Thomas R. Furber in connection with the above-referenced Colorado LLC.

We enclose the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida which has been signed by Mr. Furber, along with the Certificate of Designation of Registered Agent/Registered Office signed on behalf of Paracorp Incorporated. A copy of the Articles of Organization as filed electronically with the Colorado Secretary of State is enclosed as well.

A check is enclosed in the amount of \$130 to cover the filing fee and certificate of status. Please send the certificate to our office.

Very truly yours,



Jeanne M. Meyers
Paralegal

JMM/jt
Enclosures

cc: Thomas R. Furber (w/o encls)
Dennis R. White, Esq. (w/encls)

Atlass Professional Corporation
Attorneys at Law

3665 Cherry Creek North Drive • Suite One Hundred • Denver, Colorado 80209-3712
Phone 303 329-5900 • Fax 303 329-3291 • E-mail tatlass@atlass.com

January 5, 2009

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

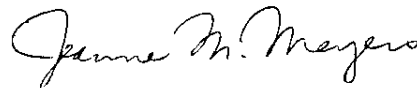
Re: 6329 Midnight Pass, LLC
Ref. Number: W08000056657

Dear Ms. Hampton:

Pursuant to your recent correspondence in connection with the above-captioned LLC, enclosed is a certificate of good standing. Please proceed with the qualification of the LLC and return evidence of such qualification to this office.

Thank you for your assistance.

Very truly yours,



Jeanne M. Meyers
Paralegal

JMM/jt
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

09 JAN 12 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 24, 2008

JEANNE MEYERS
ATLASS PROFESSIONAL CORPORATION
3665 CHERRY CREEK NORTH DR - STE 100
DENVER, CO 80209

SUBJECT: 6329 MIDNIGHT PASS, LLC
Ref. Number: W08000056657

We have received your document for 6329 MIDNIGHT PASS, LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 608A00061642

**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. 6329 Midnight Pass, 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. Colorado 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 18, 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. 6980 Oak Street
Arvada, CO 80004
(Street Address of Principal Office)

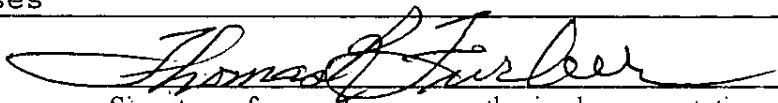
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Thomas R. Furber
6980 Oak Street
Arvada, CO 80004

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 and all lawful purposes


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.)
Thomas R. Furber
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JAN 12 AM 10:49

**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:

6329 Midnight Pass, 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:

Paracorp Incorporated

(Name)

236 East 6th Avenue

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

Tallahassee,

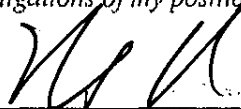
FL 32303

City/State/Zip

09 JAN 12 AM 10:49

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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)

NINH HO, ASST SECRETARY PARACORP INCORPORATED

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

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

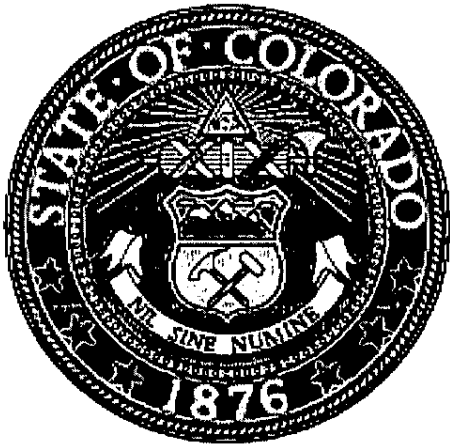
I, William A. Hobbs, as the Interim Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

6329 Midnight Pass, LLC

is a **Limited Liability Company** formed or registered on 12/18/2008 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20081655093.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 12/30/2008 that have been posted, and by documents delivered to this office electronically through 01/05/2009 @ 10:57:24.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 01/05/2009 @ 10:57:24 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7260294.



William A. Hobbs

Interim Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bf?CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."