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(Requestor's Name)

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(City/State/Zip/Phone #)

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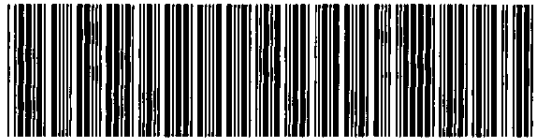
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 13 AM 10:28

T. HAMPTON

MAR 16 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Baytowne Jewelers, 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:

John R. Madsen, Esq.
(Name of Person)

Ray Quinney & Nebeker, PC
(Firm/Company)

36 South State Street, Suite 1400
PO Box 45385
(Address)

Salt Lake City, UT 84145-0385
(City/State and Zip Code)

For further information concerning this matter, please call:

John R. Madsen at (801) 532-1500
(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

RAY QUINNEY & NEBEKER

March 12, 2009

Via Federal Express

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

Re: Baytowne Jewelers, LLC

Dear Sir/Madam:

We are enclosing a packet of documents for our client, Baytowne Jewelers, LLC, for processing by the State of Florida, Division of Corporations. Enclosed please find:


- Cover Letter;
- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- Original Certificate of Existence;
- Certificate of Designation of Registered Agent/Registered Office;
- Firm Check #91198 in the amount of \$160.00 to cover the Filing Fee, Certificate of Status and Certified Copy fees.

Once filed, please return the documents in the enclosed pre-addressed, prepaid Federal Express envelope provided for this purpose.

If you have questions regarding any of the above, please contact me (801-323-3368). Thank you for your assistance in this matter.

Very truly yours,

RAY QUINNEY & NEBEKER


Gregg D. Stephenson

GDS/os

Enclosures

cc: William Taylor Breeze (w/o encl.)

Fred T. Wunderli, III, CPA (w/o encl.)

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OF COUNSEL

Stephen B. Nebeker
Robert M. Graham
M. John Ashton
Katie A. Eccles

**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. Baytowne Jewelers, 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. State of Utah 3. 26-4420018
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. March 9, 2009 5. 2100
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. anticipated May 2009
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 906 South Main Street, Suite B
Heber City, Utah 84032
(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:

William Taylor Breeze, Manager
906 South Main Street, Suite B
Heber City, Utah 84032

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: Jewelry

William Taylor Breeze
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.)

William Taylor Breeze

Typed or printed name of signee

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DIVISION OF CORPORATIONS
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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:

Baytowne Jewelers, 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:

Steve Jackson

(Name)

8437 Tuttle Avenue, Suite 406

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

Sarasota FL 34243-2868

City/State/Zip

09 MAR 13 AM 10:28

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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.

Steve H. Jackson

(Signature)

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



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.utah.gov>

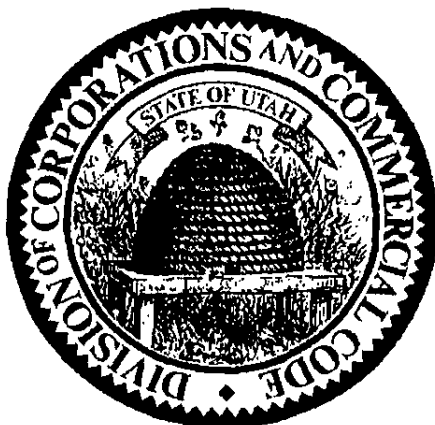
WILLIAM TAYLOR BREEZE
906 S MAIN #B
HEBER CITY, UTAH 84032

March 12, 2009

CERTIFICATE OF EXISTENCE

Registration Number: 7290363-0160
Business Name: BAYTOWNE JEWELERS, LLC
Registered Date: MARCH 09, 2009
Entity Type: LLC - DOMESTIC
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



Kathy Berg
Director
Division of Corporations and Commercial Code