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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 22, 2011

Florida Department of State Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314

**Re**: Registration of Foreign Limited Liability Company

Tax Tree, LLC

Dear Sir or Madam,

On behalf of Tax Tree, LLC, I have enclosed an application for a Certificate of Authority allowing Tax Tree, LLC to do business in your state. Additionally, I have attached an original Certificate of Existence duly authenticated by Tax Tree's domiciliary state, South Dakota. Please send all correspondences pertaining to this matter to my attention at the address listed below.

If you need additional information or have any questions, please feel free to contact me. I look forward to hearing from you regarding this application.

Sincerely,

Natasha L. Newberry, Esq. Associate General Counsel

1 South Main Street, Suite 1400

Dayton, OH 45402

937-425-6890

nnewberry@itsfinancial.com

#### **COVER LETTER**

TO:

Registration Section

Division of Corporations				
SUBJECT: Tax Tree, 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:				
Natasha Newberry				
Name of Person				
Firm/Company				
1 South Main Street, Suite 1400				
Address				
Dayton, OH 45402				
City/State and Zip Code				
nnewberry@itsfinancial.com  E-mail address: (to be used for future annual report notification)				
For further information concerning this matter, please call:				
Natasha Newberry at (937 ) 425-6890				
Name of Person Area Code & Daytime Telephone Number				
MAILING ADDRESS:STREET ADDRESS:Division of CorporationsDivision of CorporationsRegistration SectionRegistration Section				
Registration Section Registration Section P.O. Box 6327 Clifton Building				
Tallahassee, FL 32314 2661 Executive Center Circle Tallahassee, FL 32301				
Enclosed is a check for the following amount:  \$\int_{125.00}\$ \text{Filing Fee} \text{Fee} \text{\$\frac{1}{3}0.00}\$ \text{Filing Fee & Certificate of Status} \text{\$\frac{1}{3}155.00}\$ \text{Filing Fee & Certificate Copy} \text{\$\frac{1}{3}160.00}\$ \text{Filing Fee, Certificate of Status & Certified Copy}				

#### 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 RUSINESS. IN THE STATE OF FLORIDA:

1. Tax Tree, 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 consent of the managers or managing members adopting the alternate name. The alternate name must in Company," "L.L.C," "LLC.")  2. South Dakota  (Jurisdiction under the law of which foreign limited liability company is organized)  3. (FEI number, if applied)	clude "Limited Liability
4. 12/06/2010  (Date of Organization)  5. Perpetual  (Duration: Year limited liability coexist or "perpetual")	mpany will cease to
(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)  7. 1111 Brickell Ave., 11th Floor	FILE  11 JUN 28  SECRETARY O TALLAHAS SEE,
Miami, FL 33131  (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 a	PN 12: 44 F STATE FLORIDA
Fesum Ogbazion, 1 South Main Street, Suite 1400, Dayton OH 45402	
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in 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: Consum	ı foreign language, a
Signature of a member or an authorized representative of a mem (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirm penalties of perjury that the facts stated herein are true. I am aware that any false information document to the Department of State constitutes a third degree felony as provided for in Typed or printed name of signee	ber. ation under the 1 submitted in a

#### 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  $\Lambda$  REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	
Tax Tree, LLC	
If unavailable, the alternate to be used in the state of Florida is:	
2. The name and the Florida street address of the registered agent and of	Tice are:
C T Corporation System	SSE 28
(Name)	THE P D
1200 South Pine Island Road	TATE LORIDA
Florida Street Address (P.O. Box NOT ACCEPTABLE	
Plantation FL	33324
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.

Size Stout, Asst. Secretary
(Signature)

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

### State of South Bakota

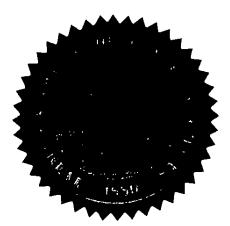


# OFFICE OF THE SECRETARY OF STATE Certificate of Existence Limited Liability Company

**ORGANIZATIONAL ID#: DL023073** 

I, JASON M. GANT, Secretary of State of the State of South Dakota, do hereby certify that TAX TREE, LLC was duly organized under the laws of this state on December 6, 2010 for a perpetual term of existence.

I, further certify that said Limited Liability Company has complied with the laws of this State relative to the formation of Limited Liability Companies of its kind and is now a regularly and properly organized and existing Limited Liability Company under the laws of this State and is in good standing, as shown by the records of this office. The annual report required by law has been filed with our office and articles of termination have not been filed. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the Limited Liability Company's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the state of South Dakota, in Pierre, the Capital City, this day June 20, 2011.

Jason M. Gant Secretary of State