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Dear Sir/Ma'am:

Please accept this application, originating
Certificate of existence, and check (in the amount of
\$148.75) for registration as a foreign limited liability
company to transact business in Florida.

Letter of acknowledgement and certificate of
status can be sent to:

W. Duff Badgley
1177 Park Ave. N.
Winter Park, FL 32789

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-03/03/97--01079--001
****148.75 ****148.75

Thanks,
Duff.

1197-111

Name Availability	OK 34
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**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:

FILED

07 MAR -3 PM 3:27

SECRET

1. Financial Service Dynamics & Applications, L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Delaware 3. 59-3426277
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 1-13-97 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. (See sections 608.501, 608.502, and 817.155, F.S.))
7. P.O. Box 2183 Winter Park, FL 32780
or 1177 Park Avenue North Winter Park, FL 32789
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>W. Duff Badgley</u>			
<u>1177 Park Avenue North</u>	<u>MGRM</u>		
<u>Winter Park, FL 32789</u>			
<u>Lisa L. Badgley</u>	<u>SECRETARY/MEMBER</u>		
<u>1177 Park Ave. North</u>			
<u>Winter Park, FL 32789</u>			

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Financial Service
Dynamics & Applications L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 8,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ ~~50,000~~ 50,000
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 50,000

W. Duke Budy
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Financial Service Dynamics & Applications, L.L.C.

2. The name and address of the registered agent and office is:

W. Duff Badgley
(Name)

1177 Park Avenue North
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Winter Park FL 32789
(City/State/Zip)

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SECRETARY OF STATE
TAMPA FLORIDA

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.

W. Duff Badgley
(Signature)

2-28-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINANCIAL SERVICE DYNAMICS & APPLICATIONS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 1997.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 8337643

DATE: 02-19-97