

M.97000000352

TAYLOR MADE SYSTEMS FLORIDA, LLC

66 Kingsboro Avenue
P. O. Box 1190
Gloversville, New York 12078

May 29, 1997

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

200002198452--9
-06/02/97--01160--001
****148.75 ****148.75

Dear Sir or Madam:

RE: Taylor Made Systems Florida, LLC
File #2695420

Enclosed please find the following forms in connection with the above-referenced company filing to transact business in Florida:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Original Certificate of Existence

Also enclosed is a check in the amount of \$148.75 to cover the applicable fees. Please note there is an additional \$8.75 included for a "Certificate of Status."

All acknowledgements and correspondence should be directed to the following.

Taylor Made Systems Florida, LLC
66 Kingsboro Avenue
P.O. Box 1190
Gloversville, New York 12078
Attn: Mark L. Kenyon

FILED
97 JUN 06 PM 4:30
SEC. OF STATE
TALLAHASSEE, FLORIDA

If you have any questions regarding the above, please call me at (518) 773-9271.

Sincerely yours,

Mark L. Kenyon
Corporate Controller
TAYLOR MADE SYSTEMS FLORIDA, LLC

Enclosures (5)

Name	6/3/97
Availability	dcc
Document Examiner	000
Updater	000
Updater Verifier	000
Acknowledgment	DCC
W. P. Reviewer	000

W97000012997

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TAYLOR MADE SYSTEMS FLORIDA, LLC
66 Kingsboro Avenue
P. O. Box 1190
Gloversville, New York 12078

June 13, 1997

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FD000102213516--8
-06/16/97--01161--001
***145.00 ***145.00

Dear Sir or Madam:

RE: Taylor Made Systems Florida, LLC
File #2695420
Letter #99 7A00030008

In connection with the above-reference letter (copy attached), the enclosed document is being resubmitted reflecting the requested revision.

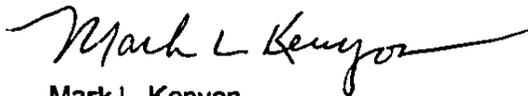
Also enclosed is a check in the amount of \$145.00 representing the balance due for the revised fees. Again, please note the total submitted of \$293.75 includes \$8.75 for a "Certificate of Status."

All acknowledgements and correspondence should be directed to the following.

Taylor Made Systems Florida, LLC
66 Kingsboro Avenue
P.O. Box 1190
Gloversville, New York 12078
Attn: Mark L. Kenyon

If you have any questions regarding the above, please call me at (518) 773-9271.

Sincerely yours,



Mark L. Kenyon
Corporate Controller
TAYLOR MADE SYSTEMS FLORIDA, LLC

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

MARK L. KENYON
TAYLOR MADE SYSTEMS FLORIDA, LLC
P.O. BOX 1190
GLOVERSVILLE, NY 12078

SUBJECT: TAYLOR MADE SYSTEMS FLORIDA, LLC
Ref. Number: W97000012997

We have received your document for TAYLOR MADE SYSTEMS FLORIDA, LLC and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please give us the complete address on line 7.

Please return 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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 997A00030008

**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 BUSINESS IN THE STATE OF FLORIDA:

1. Taylor Made Systems Florida, LLC
 (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. 16-1520962
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 16, 1996 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 1997
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 360 Old Sanford Oviedo Road - Winter Springs, FL 32708
 (Street address of principal office)

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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)

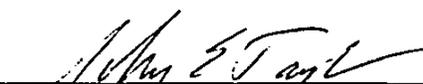
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
James W. Taylor 66 Kingsboro Ave. PO Box 1190 Gloversville, NY 12078	Member	_____	_____
John E. Taylor 66 Kingsboro Ave. PO Box 1190 Gloversville, NY 12078	Member	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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

The undersigned member or authorized representative of a member of Taylor Made
Systems Florida, LLC 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 \$ 0
- 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
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

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TALLAHASSEE
FLORIDA

 MEMBER
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.)

**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:

Taylor Made Systems Florida, LLC

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

John Kevin Owens

(Name)

360 Old Sanford Oviedo Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Winter Springs, Florida 32708

(City/State/Zip)

FILED
97 JUN 16 PM 4:30

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.


(Signature)

5-19-97
(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 "TAYLOR MADE SYSTEMS FLORIDA, LLC" 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 TWELFTH DAY OF MAY, A.D. 1997.

FILED
97 JUN 16 PM 4:30
OFFICE OF THE SECRETARY OF STATE
DELAWARE



2695420 8300
971149729

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8460669
DATE: 05-12-97