



THE UNITED STATES
CORPORATION
COMPANY

M97000000418

File

ACCOUNT NO. : 072100000032

REFERENCE : 456293 4339118

AUTHORIZATION :

COST LIMIT :

Patricia T. Pate

293.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 4:05

ORDER DATE : July 9, 1997

ORDER TIME : 11:44 AM

ORDER NO. : 456293-005

CUSTOMER NO: 4339118

500002235335--8

CUSTOMER: Ms. Karen Gagney
Hutchings & Levy, P.c.
205 Walnut Street

Framingham, MA 01702

FOREIGN FILINGS

NAME: THE HILLSIDE GROUP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

W97-1601

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verity

RECEIVED
97 JUL 10 PM 1:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 10, 1997

W. CHARLES EARNEST
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE HILLSIDE GROUP, LLC
Ref. Number: W97000016021

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE HILLSIDE GROUP, LLC and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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 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 (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 297A00035676

RECEIVED
JUL 14 PM 3:31
TALLAHASSEE, FLORIDA

William Curtis, Secretary of The Hillside Group, LLC, a limited liability company duly organized under the laws of the State of Nevada, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said limited liability company, adopted at the special meeting held on the 14th day of July, 1997.

"RESOLVED, that, inasmuch as this limited liability company desires to transact business in the State of Florida, and inasmuch as the managing directors have been advised that the name of this limited liability company is not available for use in the State of Florida, this limited liability company adopt the alternate name The Hillside Financial Group, L.L.C. for use in transacting business in the State of Florida pursuant to Sections 608.408 and 608.508, Florida Limited Liability Company Act; and

"FURTHER RESOLVED, that the authorized representatives of this limited liability company be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this limited liability company may obtain a Certificate of Authority pursuant to the Florida Limited Liability Company Act, and to cause this limited liability company to use the said alternate name in the transaction of business in the State of Florida.



William W. Curtis, Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 4:05

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:

- doing business in
1. THE HILLSIDE GROUP, LLC Florida as THE HILLSIDE FINANCIAL GROUP, L.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. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. NEVADA 3. 59-3455693
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JULY 2, 1997 5. 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. JULY 15, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2100 SE 17TH STREET, SUITE 203
OCALA, FL 34471
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>WILLIAM W. CURTIS</u> <u>3515 SW 24TH AVE Rd.</u> <u>OCALA, FL 34474</u>	<u>MANAGING DIRECTOR</u> (MGR)	<u>CURTIS FAMILY LIMITED PARTNERSHIP, L.P. - MGRM</u> <u>3515 SW 24TH AVE Rd.</u> <u>OCALA, FL 34474</u> <u>WILLIAM CURTIS - GEN PARTNER</u>	
<u>WILLIAM J. TICE</u> <u>3141 COACHMAN COURT</u> <u>OCEANSIDE, CA 92056</u>	<u>MANAGING DIRECTOR</u> (MGR)	<u>TICE FAMILY LIMITED PARTNERSHIP, L.P. - MGRM</u> <u>3141 COACHMAN COURT</u> <u>OCEANSIDE, CA 92056</u> <u>WILLIAM TICE - GEN PARTNER</u>	

Filing Fee: \$ 52.50 for Application

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 4:05

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 4:05

The undersigned member or authorized representative of a member of THE HILLSIDE GROUP, 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 \$1,000.00

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 \$1,000.00
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 \$1,000.00



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**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 19 4:05

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: _____

THE HILLSIDE GROUP, LLC

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

CORPORATION SERVICE COMPANY
(Name)

1201 Hays street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(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.

Deborah D. Skipper
Deborah D. Skipper, as agent
(Signature)

7-14-97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

STATE OF NEVADA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
CLERK OF CORPORA
JUL 10 PM 4:05

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE HILLSIDE GROUP, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 2, 1997, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 3, 1997.

Dean Heller

Secretary of State

By

Rick Jones

Certification Clerk