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We are
**Berzowski
Brady &
Donahue**

ATTORNEYS AT LAW

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Alan R. Bembek
Nancy M. Bonniwell

July 17, 1997

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

400002262694--5
-08/11/97-01023-1001
****145.00 ****145.00

Re: Twilight LLC
Our File No. 11661-201

600002243716--8
-07/22/97-01064-002
****140.00 ****140.00

Dear Madam/Sir:

Enclosed for filing are the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Certificate of Good Standing for Twilight LLC.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$140 for the filing fee. Please accept these documents for filing and direct any questions you may have to the undersigned.

Very truly yours,

Thomas F. Walker, Jr.

TFW/ckw/Encs.

cc: Mr. James Allen
700 North Water Street
Milwaukee, Wisconsin 53202-4273
Telephone (414) 276-5800
Facsimile (414) 276-0458

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Name	CR-8-11
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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Of Counsel
Robert L. Gordon

August 6, 1997

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

Re: Twilight LLC
Letter Number: 697A00037258
Our File No. 11661-201

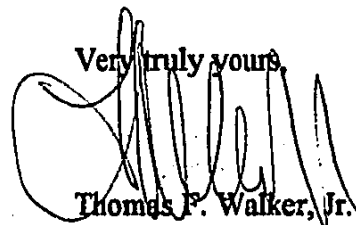
Dear Madam/Sir:

Enclosed is a letter from the Florida Department of State addressed to me indicating that the name "Twilight LLC" is not available for use in the state of Florida, and that Twilight LLC must adopt a different name to conduct business in the state of Florida. Also enclosed is a Consent Resolution of the Members of Twilight LLC adopting the name "Twilight of Wisconsin LLC" for purposes of conducting business in the state of Florida.

Please accept this Consent Resolution, along with a check in the amount of \$145 for the balance of the application fee for filing.

If you have any questions or require additional information, please contact the undersigned.

Very truly yours,



Thomas F. Walker, Jr.

TFW/ckw/Encs.
cc: Mr. James Allen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 11 PM 2:50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

THOMAS F. WALKER, JR.
WEISS, BERZOWSKI, BRADY & DONAHUE
700 NORTH WATER STREET
MILWAUKEE, WI 53202-4273

SUBJECT: TWILIGHT LLC
Ref. Number: W97000016933

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 2:50

We have received your document for TWILIGHT LLC and your check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office 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."

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: 697A00037258

**CONSENT RESOLUTION OF THE MEMBERS OF
TWILIGHT LLC**

The undersigned, being all of the Members of Twilight LLC, a Wisconsin limited liability company (the "Company"), do, pursuant to the provisions of Section 183.0404 of the Wisconsin Statutes, hereby consent to and adopt the following resolutions:

WHEREAS, the Company is conducting business in the state of Florida and has submitted an application to qualify itself as a foreign limited liability company in the state of Florida; and


WHEREAS, the name "Twilight LLC" is not available in the state of Florida, so the Company must adopt an alternate name for conducting business in the state of Florida;

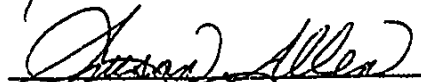
NOW, THEREFORE, BE IT RESOLVED, that for purposes of conducting business in the state of Florida, the name of the Company shall be "Twilight of Wisconsin LLC"; and

BE IT FURTHER RESOLVED, that the Members of this Company are authorized to take any and all action and execute any and all documents necessary to effectuate the above resolution.

BE IT FURTHER RESOLVED, that this Consent Resolution may be signed in one or more counterparts, all of which taken together, shall constitute one instrument.

Dated this 3 day of August, 1997.


James Allen, Member


Susan Allen, Member


Peter Plautz, Member


Kathleen Plautz, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 2:50

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Twilight 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. Wisconsin 3. 39-1880602
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 18, 1996 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 102 Golf Club Drive, Unit #401
Key West, Florida 33040
(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)

TITLE:


MGRM

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

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

The undersigned member or authorized representative of a member of Twilight 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 \$ 100
- 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 \$ 203,468
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 \$ 203,568.



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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 2:50

**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:

Twilight LLC

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

Jason B. Allen

(Name)

4255 Humphrey Way, #2522

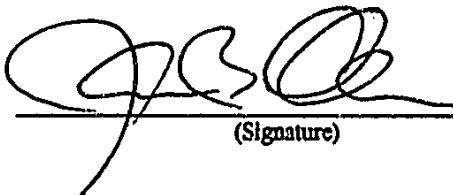
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33614

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 2:50

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)

4/24/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

DFI/CCS/Corp
Fm 33 (DOM)
(7/96)

- Printed on Recycled Paper -

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that


TWILIGHT LLC

is a domestic limited liability company organized under the laws of this state and that its date of organization is DECEMBER 18, 1996.

I further certify that said company has not filed articles of dissolution with this department.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on JULY 16, 1997.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: *Patricia Weber*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.