

GERRY J. SPENCE, P.C.  
EDWARD J. MORIARITY  
ROBERT P. SCHUSTER  
GARY L. SHOCKEY  
J. DOUGLAS MCCALLA  
ROY A. JACOBSON, JR.

ANTHONY W. SPENCE  
ROBERT A. JACOBSON  
GLEN G. BRODER  
R. DANIEL FLECK  
G. BRYAN ULMER, III

October 10, 1997

*Via Federal Express*

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

500002319985--9  
-10/14/97--01053--001  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

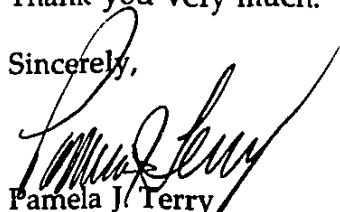
Re: Registration of foreign LLC

Dear Staff:

Enclosed for your consideration is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, attaching and Affidavit of Membership, Certificate of Designation of Registered Agent, Certificate of Good Standing, and filing fee of \$285.00.

Thank you very much.

Sincerely,

  
Pamela J. Terry  
Legal Assistant

/pt

FILED  
OCT 14 PM 2:30  
REGISTRY OF STATE

11917-684

|                   |          |
|-------------------|----------|
| Name Availability | 22-10-15 |
| Document Examiner | RL       |
| Updater           | RL       |
| Updater Verifier  | RL       |
| Acknowledgement   | RL       |
| W. P. Verifier    | RL       |

# **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:*

1. SPENCE, MORIARITY & SCHUSTER, 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. STATE OF WYOMING  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 83-0230654  
(FEI number, if applicable)
4. 04-28-97  
(Date of Organization)
5. 30 years  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 04-28-97  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 15 South Jackson Street  
Jackson, Wyoming 83001  
(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:**

Gary L. Shockey

Mgr.

15 S. Jackson St.

Jackson, WY 83001

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FILED  
RECEIVED  
FEB 20 1998  
TALLAHASSEE, FL

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Spence, Moriarity & Schuster, 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 \$ 230,000.00
- \* 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 820,000.00  
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 \$ \_\_\_\_\_  
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 \$ \_\_\_\_\_

  
\_\_\_\_\_  
**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.)

\*3) Office furniture and equipment, supplies, library materials.

**Filing Fee: \$250.00 for Application and Affidavit**

FILED  
OCT 11 PM 2:00

. . . . .

**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:

SPENCE, MORIARITY & SCHUSTER, LLC

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

CT Corporation System

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(Name)

1200 South Pine Island Road

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

Plantation, Florida 33324

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(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.*

Marcia J. Lunsford  
(Signature)

10/13/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

FILED

NOV 11 1997  
CLERK OF CIRCUIT COURT  
FLORIDA  
NINTH JUDICIAL CIRCUIT  
MIAMI COUNTY

# State of Wyoming

## Office of the Secretary of State



United States of America,  
State of Wyoming } ss.

I, DIANA J. OHMAN, Secretary of State of the State of Wyoming, do hereby certify that SPENCE, MORIARITY & SCHUSTER, LLC, a limited liability company organized under the laws of the State of Wyoming, did on 04/28/1997, file its Articles of Organization in the Office of the Secretary of State of Wyoming, and is in good standing at the date of this certificate.

I FURTHER CERTIFY that 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, as this information is not available from the records of this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 28th day of July A.D., 1997.



*Diana J. Ohman*  
Secretary of State

By Karla Stackis