

m97000000733

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SUITE 1800  
FT. LAUDERDALE, FLORIDA 33301

700002342037--8  
-11/07/97--01107--003  
\*\*\*\*\*17.50 \*\*\*\*\*8.75

October 31, 1997

700002342037--8  
-11/03/97--01083--001  
\*\*\*\*140.00 \*\*\*\*140.00

VIA UPS OVERNIGHT DELIVERY

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

700002342037--8  
-11/07/97--01107--002  
\*\*\*\*145.00 \*\*\*\*145.00

Re: Mooney LeSage Developments, Inc./Wisconsin Investments, Inc.  
Our File 11445.001

Dear Sir or Madam:

Enclosed with this letter are the following documents submitted to register a foreign limited liability company to transact business in the State of Florida:

1. Duplicate originals of Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida for **WISCONSIN INVESTMENTS LLC** together with attached Affidavit of Membership and Contributions of Foreign Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office;

Name	11/4/97
Availability	Dec
Document Examiner	2. DCC
Reviewer	DCC
Preparer	DCC
Assignment	3. DCC
W. P. Verifier	DCC

WILC/Palm Harbor Limited Partnership check 1027 payable to Florida Dept. Of State in the amount of \$140.00 which represents the Filing Fee for Application (\$52.50), Filing Fee for Affidavit (\$52.50), and Filing Fee for Designation of Registered Agent (\$35);

Duplicate originals of Application By Foreign Limited Partnership For Authorization To Transact Business in Florida for **WILC/PALM HARBOR**

C. TAX  
FILING 145.00  
TOTAL 8.75  
N. BANK  
BALANCE DUE  
REFUND

FILED  
97 NOV -6 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m970000255065

m97000000733

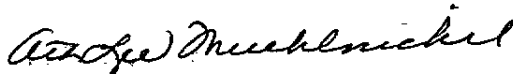
State of Florida  
October 31, 1997  
Page 2

**LIMITED PARTNERSHIP** together with attached Affidavit of Capital Contributions; and

4. WILC/Palm Harbor Limited Partnership check 1028 in the amount of \$1,830.00 and our firm check for \$7.50 which represents the filing fee.

Please return the Certificates of Authority to the undersigned at the address listed above. Should you have any questions, please give me a call.

Very truly yours,



AthLee Muehlnickel

Enclosures

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(954) 462-9500

November 3, 1997

**VIA UPS OVERNIGHT DELIVERY**

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Attention: Ms. Brenda Tadlock.

Re: **WILC/PALM HARBOR LIMITED PARTNERSHIP and  
WISCONSIN INVESTMENTS, LLC**  
Our File 11445.001

Dear Brenda:

Pursuant to our several telephone discussions today, the necessary documentation to register both WILC/PALM HARBOR LIMITED PARTNERSHIP and WISCONSIN INVESTMENTS, LLC to do business in Florida was delivered to your office today via UPS Overnight Delivery. We need to obtain Certificates of Good Standing with respect to these entities.

Accordingly, enclosed with this letter is our check in the amount of \$17.50 to cover the cost of obtaining the following:

1. Certificate of Good Standing in Florida for WILC/PALM HARBOR LIMITED PARTNERSHIP; and
2. Certificate of Good Standing in Florida for WISCONSIN INVESTMENTS, LLC.

State of Florida  
November 3, 1997  
Page 2

Also enclosed is a self-addressed UPS envelope for the return of the foregoing together with the Certificates of Authority. As we discussed, we will need the information on Thursday, November 6<sup>th</sup>, in connection with the closing.

Should you have any questions, please give me a call. Thank you for your assistance.

Very truly yours,



AthLee Muehlnickel

Enclosures

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SUITE 1900  
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(954) 462-9500

November 4, 1997

**VIA UPS OVERNIGHT DELIVERY**

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Attention: Ms. Diane Cushing

Re: **WILC/PALM HARBOR LIMITED PARTNERSHIP and  
WISCONSIN INVESTMENTS, LLC**  
Our File 11445.001

Dear Diane:

Pursuant to our telephone discussions today, enclosed with this letter is a revised page one to the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for **WISCONSIN INVESTMENTS LLC** (the "Application"). This revised page lists the names of two individuals who will manage the foreign limited liability company in Florida.

Also enclosed is our firm check 23236 payable to the Florida Secretary of State in the amount of \$145.00. This sum represents the additional filing fee for a total of \$285 required for the filing of this Application.

State of Florida  
November 4, 1997  
Page 2

We are scheduled to receive a copy of the certificates of status on WISCONSIN INVESTMENTS LLC and WILC/PALM HARBOR LIMITED PARTNERSHIP on Thursday and I will immediately fax them to you. The originals will be sent to you via overnight courier.

Should you have any questions, please give me a call (813) 222-5073. Again, many thanks for your kind assistance.

Very truly yours,



AthLee Muehlnickel

Enclosures

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(954) 462-8500

November 6, 1997

**VIA UPS OVERNIGHT DELIVERY**

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Attention: Ms. Diane Cushing

Re: **WILC/PALM HARBOR LIMITED PARTNERSHIP and  
WISCONSIN INVESTMENTS, LLC**  
Our File 11445.001

Dear Diane:

Enclosed herewith are the original certificates of status from the State of Wisconsin for the above-referenced entities. As we discussed, you will return the certificates of authority in the overnight envelope we provided.

Thanks again for your courtesy and willingness to assist us in this transaction.

Very truly yours,



AthLee Muehlnickel

Enclosures

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. WISCONSIN INVESTMENTS 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  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 39-1845871  
(FEI number, if applicable)

4. December 11, 1995  
(Date of Organization)

5. December 31, 2025  
(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. November 10, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 13400 Bishop's Lane, Suite 100  
Brookfield, Wisconsin 53005  
(Street address of principal office)

FILED  
97 NOV -6 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

Mr. Andrew C. Teske  
c/o Wisconsin Investments LLC

13400 Bishop's Lane, Suite 100

Brookfield, WI 53005

and

Mr. Timothy J. Wallen

c/o Wisconsin Investments LLC

13400 Bishop's Lane, Suite 100

Brookfield, WI 53005

Filing Fee: \$ 52.50 for Application



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

The undersigned member or authorized representative of a member of \_\_\_\_\_

WISCONSIN INVESTMENTS 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 total amount of cash or property anticipated to be contributed by member(s) is  
\$ -0- . This total includes amounts from 2 and 3 above.

Andrew L. Tasha, Vice President

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.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV -6 PM 12:03

FILED

**Filing Fee: \$ 52.50 for Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Wisconsin Investments, LLC

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

Susan Fleming Bennett c/o Stearns, Weaver, et.

Suntrust Financial Centre, Suite 2200  
401 Jackson Street

(P.O. Box not acceptable)

Tampa, Florida 33302

(City/State/Zip)

FILED  
97 NOV -6 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation 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.*

Susan Fleming Bennett  
(Signature)

10/31/97  
(Date)

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

DFI/CGS/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

WISCONSIN INVESTMENTS LLC


is a domestic limited liability company organized under the laws of this state and that its date of organization is DECEMBER 13, 1995.

FILED  
97 NOV -6 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 NOVEMBER 5, 1997.



  
Richard L. Dean, Secretary

Department of Financial Institutions

BY: 

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.