

m97000000737

GREENE & CURTIS, L.L.P.

A Registered Limited Liability Partnership
ATTORNEYS AT LAW
- 1340 EAST WOODHURST
SPRINGFIELD, MISSOURI 65804

JOE C. GREENE
ARTHUR E. CURTIS
BRETT A. ROBINSON

JEFF LOVE
J. CHRISTOPHER GREENE
BEN K. UPP
MICHAEL J. DEARMON*
CHARLES R. GREENE
JASON M. KREBS

November 3, 1997

VIA FEDERAL EXPRESS

TELEPHONE (417) 883-7678
FACSIMILE (417) 883-4317

*Licensed in Missouri and Oklahoma

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

~~880002337478-5~~
-11/04/97--01045--001
****140.00 ****140.00

900002345849--1
-11/13/97--01023--024
****145.00 ****145.00

Re: Islamorada Fish Company, L.L.C.

Gentlemen:

We are the attorneys for Islamorada Fish Company, L.L.C.

Enclosed for filing are an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, an Affidavit of Membership and Contributions of Foreign Limited Liability Company and a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is our firm check in the amount of \$140.00 in payment of the applicable fees.

Please process the application and issue and forward a letter of acknowledgment to my attention at the above address.

Thank you for your assistance. If you have any questions, please call.

Yours very truly,


Charles R. Greene

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 PM 2:03

Name	11/3/97
Availability	dec
Examiner	CRG/jk DCC
Updater	Enclosures DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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C. TAX
FILING 148.00
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
REFUND

W97000025103

GREENE & CURTIS, L.L.P.

A Registered Limited Liability Partnership
ATTORNEYS AT LAW
1340 EAST WOODHURST
SPRINGFIELD, MISSOURI 65804

JOE C. GREENE
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J. CHRISTOPHER GREENE
BEN K. UPP
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CHARLES R. GREENE
JASON M. KREBS

November 6, 1997

TELEPHONE (417) 883-7678
FACSIMILE (417) 883-4317

VIA FEDERAL EXPRESS

*Licensed in Missouri and Oklahoma

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Islamorada Fish Company, L.L.C.

Gentlemen:

We are the attorneys for Islamorada Fish Company, L.L.C.

Reference is made to my letter of November 3, 1997, wherein I enclosed an application for authorization to transact business in Florida and accompanying documents on behalf of the above L.L.C. Pursuant to our phone conference of November 6, 1997, enclosed is our firm check in the amount of \$145.00 which, when combined with the \$140.00 of which you are already in possession, will cover the applicable fees.

Please process the application and issue and forward a letter of acknowledgment to my attention at the above address.

Thank you for your assistance. If you have any questions, please call.

Yours very truly,



Charles R. Greene

CRG/jk

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 5, 1997

CHARLES R. GREENE
GREENE & CURTIS, L.L.P.
1340 EAST WOODHURST
SPRINGFIELD, MO 65804

SUBJECT: ISLAMORADA FISH COMPANY, L.L.C.
Ref. Number: W97000025103

We have received your document for ISLAMORADA FISH COMPANY, L.L.C. and your check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 497A00053492

**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. ISLAMORADA FISH COMPANY, 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.)
2. MISSOURI 3. 43-1765611
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 18, 1996 5. December 31, 2025
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon issuance of Authorization to transact business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 136 Seashore Drive
Islamorada, Florida 33036
(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:**

George Hertel MGRM

136 Seashore Drive

Islamorada, FL 33036

NAME & ADDRESS: TITLE:

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SECRETARY OF STATE
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97 NOV -7 PM 2:53

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

The undersigned member or authorized representative of a member of ISLAMORADA FISH
COMPANY, L.L.C. 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

\$ 100.00

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

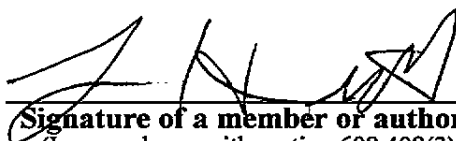
\$

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

\$ 100.00

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 100,100.00



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.)

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DIVISION OF CORPORATIONS
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**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:

ISLAMORADA FISH COMPANY, L.L.C.

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

Nicholas W. Mulick

(Name)

81990 Overseas Highway, Suite 201

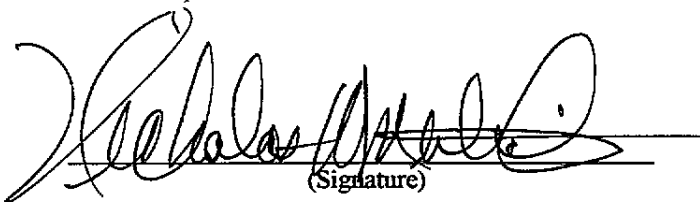
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Islamorada, Florida 33036

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 PM 2:03

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)

November 3 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT ISLAMORADA FISH COMPANY, L.L.C.

WAS FILED IN THIS OFFICE ON THE 18TH DAY OF DECEMBER, 1996 BECAME EFFECTIVE ON THE 18TH DAY OF DECEMBER, 1996, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 31ST DAY OF OCTOBER, 1997.

Rebecca McDowell Cook
Secretary of State



97 NOV - 7 PM 2:03
DIVISION OF CORPORATIONS
OFFICE OF THE SECRETARY OF STATE