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November 19, 1997

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

700002355567--8
-11/24/97--01119--001
****140.00 ****140.00

RE: Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida

000002376130--7
-12/18/97--01009--001
****145.00 ****145.00

To Whom It May Concern:

This letter should serve as the required transmittal letter for the above referenced application. Enclosed herein please find the application, certificate of existence, and check number 005289 in the amount of \$140.00, representing the fees to register.

If you should have any questions or wish to discuss this application further, please feel free to contact me at my office.

Sincerely,

ACCESS AMERICA FINANCIAL CORP.

By: 
Jason E. Perlman, President-Manager

FILED
98 JAN 12 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEP/mg
Enclosure

Name	12/21/97
Availability	dec
Document Examiner	ECU
Updater	ECU
Updater Verifier	
Acknowledgement	
W. P. Verifier	ECU

W97000026806

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C. TAX _____
FILING 145.00
R. AGENT FEE _____
C. E. V. _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

Access America Financial Corp.
1525 N.W. 167th Street • Suite 300 • Miami, Florida 33169
Phone: (305) 624-1000 • (888) 470-7100 • Fax: (305) 623-8866



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

JASON E. PERLMAN
ACCESS AMERICA
1525 N.W. 167TH STREET, SUITE 300
MIAMI, FL 33169

SUBJECT: ACCESS AMERICA FINANCIAL, L.L.C.
Ref. Number: W97000026806

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

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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: 097A00056836



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1997

JASON E. PERLMAN
ACCESS AMERICA
1525 N.W. 167TH STREET, SUITE 300
MIAMI, FL 33169

SUBJECT: ACCESS AMERICA FINANCIAL, L.L.C.
Ref. Number: W97000026806

We have received your document for ACCESS AMERICA FINANCIAL, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,203.75.

I'm sorry I failed to notice that the date you have listed as the date of first transacting business in Florida was prior to qualifying this LLC in Florida. I noticed that the date is the same date that it was organized. Please double check your date. If its incorrect please make the proper correction.

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: 297A00058855

**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. Access America Financial, 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. Delaware 3. 650741093
(Jurisdiction under the law of which foreign limited liability company is organized) (FEL number, if applicable)

4. 7-26-96 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

6. 1-31-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1525 NW 167th Street, Suite 300
Miami, FL 33169
(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:
<u>Jason E. Perlman</u>	<u>MGR</u>		
<u>1525 NW 167th St, Ste 300</u>			
<u>Miami, FL 33169</u>			

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98 JAN 12 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

The undersigned member or authorized representative of a member of _____
Access America Financial, 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
- 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.

- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,906,950.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MANAGER/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.)

**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:

ACCESS AMERICA FINANCIAL, LLC.

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

JOSH N. BENNETT, ESQ

(Name)

BENNETT & DAVIS, P.A.

NATIONSBANK TOWER

100 S.E. Second Street Suite 2600

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

Miami, Florida, 33131

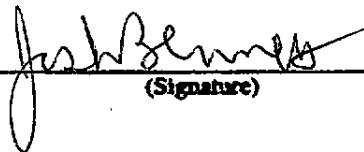
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

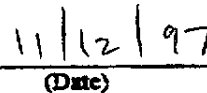
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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)



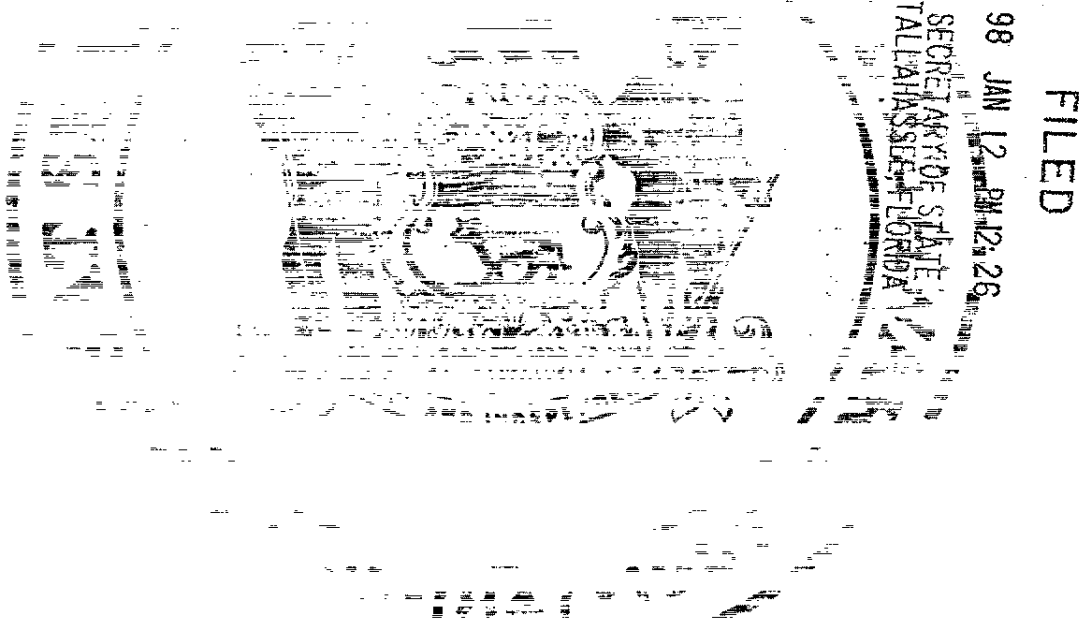
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS AMERICA FINANCIAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF NOVEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8741601

11-05-97

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