

The Metcalf Group, LLC
1198000000039

December 31, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Registration Section:

Enclosed are the items needed to register a foreign limited liability company in Florida. Also submitted is a check for 346.25 dollars, which includes the fees for both the Certified Copy and the Certificate of Status.

Sincerely,

Daniel E Metcalf
President

FILED
98 JAN -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	DEH
Availability	DEH
Document Examiner	DEH
Updater	DEH
Updater Verifier	DEH
Acknowledgement	DEH
W. P. Verifier	DEH

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. THE METCALF GROUP 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3478562
(FEI number, if applicable)
4. 21 NOVEMBER 1997
(Date of Organization)
5. 21 NOVEMBER 2027
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 220 GATEWOOD DRIVE
LARGO, FL 33770
(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>DANIEL E METCALF</u>	<u>PRESIDENT</u>		
<u>220 GATEWOOD DRIVE</u>	<u>MGR</u>		
<u>LARGO, FL 33770</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 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 THE METCALF
Group L.L.C. certifies:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 3000.⁰⁰;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 3000.⁰⁰;
(This total includes amounts from 2 and 3 above.)

Daniel E Metcalf

Signature of a member or an 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.)

DANIEL E METCALF

Typed or printed name of signee

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98 JAN -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE METCALF Group LLC

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

DANIEL E METCALF
(Name)

220 GATEWOOD DRIVE

Florida street address (P.O. Box **NOT** ACCEPTABLE)

LARGO

FL

33770

City/State/Zip

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TALLAHASSEE, FLORIDA

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.

Daniel E Metcalf

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE METCALF GROUP 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 TENTH DAY OF DECEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8801353

12-10-97