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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 3, 1998

Ms. Brenda Tadlock  
Florida Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: HOLIDAY CONSULTING GROUP, LLC  
File #: 8117

Dear Secretary of State:

900002432839--6  
-02/17/98--01052--015  
\*\*\*\*285.00 \*\*\*\*285.00

Please find enclosed the following documents:

- 1) Application to register a foreign corporation
- 2) Filing Fee payment, and
- 3) State of Delaware original document.

Please return the authorization certificate or any other documents to:

Delaware Business Incorporators, Inc.  
3422 Old Capitol Trail, Suite 700  
Wilmington, DE 19808-6192

Thank you for your prompt response to our request.

Sincerely,

*Dot 2/13*  
*Whitlock*

Name	<i>Dot 2/13</i>
Availability	<i>Whitlock</i>
Examiner	<i>Whitlock</i>
Enclosure	<i>Whitlock</i>
Updater	<i>Whitlock</i>
Under	<i>Whitlock</i>
Verifier	<i>Whitlock</i>
Acknowledgement	<i>Whitlock</i>
W. P. Verifier	<i>Whitlock</i>

*2/13*

*CONFIRM*  
*meal*

FILING	255.00
COPY	35.00
R. AGENT	
TOTAL	
BALANCE DUE \$	
REFUND \$	

**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. HOLIDAY CONSULTING GROUP, 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. DELAWARE 3. 59-348026-2  
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)  
company is organized)

4. DECEMBER 3, 1997 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON AUTHORIZATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 101 SOUTHHALL LANE, SUITE 400  
MAITLAND, FL 32751  
(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:**

RICHARD F. JOHNSON MGRM

101 SOUTHHALL LANE, STE. 400

MAITLAND, FL 32751

RICHARD J. BADALUCCA MGRM

101 SOUTHHALL LANE, STE. 400

MAITLAND, FL 32751

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_  
HOLIDAY CONSULTING GROUP, 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 \$ 15,000
- 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  
\$ 15,000 . This total includes amounts from 2 and 3 above.



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.)

**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 LIMITED LIABILITY COMPANY, 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 limited liability company is: HOLIDAY CONSULTING GROUP, LLC

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

RICHARD F. JOHNSON

(Name)

101 SOUTHHALL LANE, SUITE 400

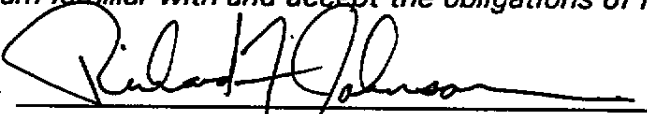
(P.O. Box or Mail Drop Box **NOT** acceptable)

MAITLAND, FL 32751

(City/State/Zip)

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SECRETARY OF STATE  
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.*

  
\_\_\_\_\_  
(Signature)

1/15/98  
\_\_\_\_\_  
(Date)

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

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 "HOLIDAY CONSULTING 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 THIRD DAY OF FEBRUARY, A.D. 1998.



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981042029

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

02-03-98