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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -6 PM 3: 51

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

~~388002413213--3~~
-01/27/98--01060--001
*****70.00 *****70.00

SUBJECT: SILVERGREEN USA, LLC
(Name of corporation - must include suffix)

~~500002423795--5~~
-02/06/98--01077--001
*****215.00 *****215.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEFF SWAIN
(Name of Person)
SILVERGREEN USA LLC
(Firm/Company)
1012 WENTWORTH CT
(Address)
LONGWOOD, FL 32750
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Name	<u>TRACEY SWAIN</u>	at	<u>(407) 830-0249</u>
Availability (Name of Person)	<u>KWM</u>	Area Code & Daytime Telephone Number	
Document Examiner	<u>KWM</u>		
Updater	<u>KWM</u>		
Updater	COURIER ADDRESS:		
Verifier	Qualification/Tax Lien Sec.		
Acknowledgment	Division of Corporations		
W. P. Verifier	409 E. Gaines St.		
	Tallahassee, FL 32399		

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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January 29, 1998

JEFF SWAIN
SILVERGREEN USA LLC
1012 WENTWORTH CT
LONGWOOD, FL 32750

SUBJECT: SILVERGREEN USA, LLC
Ref. Number: W98000002099

We have received your document for SILVERGREEN USA, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 indicate whether Jeff and Tracey Swain are Managers or Managing Members in section 8.

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: 198A00005165

**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. Silvergreen USA, 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. State of Delaware

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

3. APPLIED FOR

(FEI number, if applicable)

4. 23 Dec. 1997

(Date of Organization)

5. 23 Dec 2027

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. 2-1-98

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

7. 1313 North Market Street

Wilmington, Delaware

(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:

Jeff Swain

President

1012 Wentworth Ct

MANAGER

Longwood, FL 32780

Tracey Swain

Secretary
Manager

1012 Wentworth Ct

Longwood, FL 32780


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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 Silvergreen USA,
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 \$ 1,000.00
- 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.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00. 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.)

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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: _____

Silvergreen USA, LLC

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

TRACEY SWAIN

(Name)

1012 WENTWORTH CT

(P.O. Box not acceptable)

LONGWOOD FL 32750

(City/State/Zip)

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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.

Tracey Swain
(Signature)

1-26-98

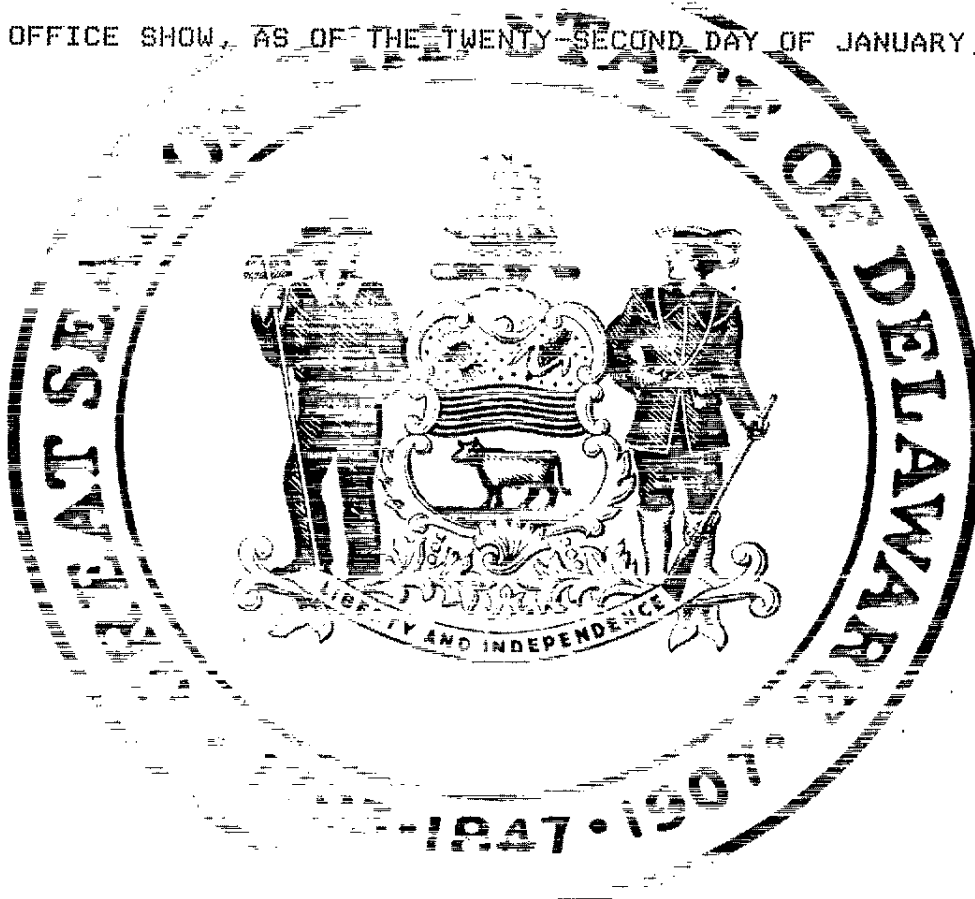
(Date)

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 "SILVERGREEN USA, 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 TWENTY-SECOND DAY OF JANUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2837646 8300

AUTHENTICATION:

8878304

981025741

DATE:

01-22-98