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EASTMAN, & SMITH LTD.

ATTORNEYS AT LAW

ONE SEAGATE, 24TH FLOOR

P.O. Box 10032

TOLEDO, OHIO 43699-0032

TELEPHONE (419) 241-6000

FAX (419) 247-1777

COLUMBUS OFFICE

65 E. STATE STREET, SUITE 1000

COLUMBUS, OHIO 43215

TELEPHONE (614) 460-3556

FAX (614) 228-5371

MARCUS J. BRUBAKER

TIMOTHY C. KUHLMAN

BRYAN K. PROSEK

BETH J. OLSON\*

ALBIN BAUER, II\*

DAVID A. DENNIS\*

MICHAEL W. REGNIER\*

BRYAN M. BACH\*

LORI B. HART

ANN-JEANNINE FOELLER\*

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M. CHARLES COLLINS

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GENE R. ABERCROMBIE

LANE D. WILLIAMSON

BARBARA A. MCGINN

MICHAEL J. SPISAK

JILL E. AEBKER

MARK H. BOSS

KATHARINE M. THOMAS

OF COUNSEL

JOHN R. EASTMAN

JAMILLE G. JAMRA

FRANK E. KANE

HOWARD M. FRIEDMAN

RALPH S. BOGGS

GERALD P. MORAN

\*ALSO ADMITTED  
IN MICHIGAN

RICHARD E. ANTONINI

M. DONALD CARMIN

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PATRICK J. JOHNSON

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THOMAS A. DIXON

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BARRY W. FISSEL

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THOMAS J. GIBNEY\*

STEVEN D. REINBOLT\*

DIRK P. PLESSNER

JAMES L. ROGERS\*

DAVID W. NUNN

DAVID C. KROCK

WRITER'S DIRECT DIAL: (419) 247-1611

January 20, 1998

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

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-01/26/98--01023--002

\*\*\*\*293.75 \*\*\*\*293.75

RE: Registration of Foreign Limited Liability Company  
Pine Run Limited  
Our File No. P645/153692

Dear Sir or Madam:

Enclosed please find the following documents:

1. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Certificate of Designation of Registered Agent/Registered Office.
4. Original Certificate of Existence from the Ohio Secretary of State.
5. A check in the amount of \$293.75 in payment of: the \$250.00 filing fee for the Application and Affidavit; \$35.00 fee for the Designation of Registered Agent; and \$8.75 for a Certificate of Status.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 MAR -3 AM 10:03

Please return the processed documents in the enclosed self-addressed

Very truly yours,

EASTMAN & SMITH LTD.

*Julie A. Mierzejewski*  
Julie A. Mierzejewski  
Paralegal

Name	129198
Availability	dec
Document Examiner	DCC
Updater	mm
Updater Verifyer	2
Enclosures	
Acknowledged	LBH
W. P. Verifier	DCC

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\*ALSO ADMITTED  
IN MICHIGAN

WRITER'S DIRECT DIAL: (419) 247-1611

February 25, 1998

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

Attn: Diane Cushing, Corporate Specialist

RE: Registration of Foreign Limited Liability Company  
Pine Run Limited, L.C.  
Your Ref. No. W98000002097  
Our File No. P645/153692

Dear Ms. Cushing:

Enclosed is our amended Application by a Foreign Limited Liability Company For Authorization to Transact Business in Florida and a copy of your cover letter to us regarding the return of the document.

Please return the processed documents in the enclosed self-addressed envelope.

Very truly yours,

EASTMAN & SMITH LTD.

*Julie A. Mierzejewski*

Julie A. Mierzejewski  
Paralegal

JAM/  
Enclosures  
cc: LBH



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 29, 1998

JULIE A. MIERZEJEWSKI  
EASTMAN & SMITH  
65 E. STATE STREET, SUITE 1000  
COLUMBUS, OH 43215

SUBJECT: PINE RUN LIMITED  
Ref. Number: W98000002097

We have received your document for PINE RUN LIMITED and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a foreign limited liability company must end with "L.L.C.," "L.C.," "Limited Liability Company," or "Limited Company." Please amend your application accordingly.

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: 698A00005158

# 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. Pine Run Limited, 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. Ohio  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 34-1852672  
(FEI number, if applicable)
4. December 4, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6600 Sylvania Ave., Suite 500  
Sylvania, OH 43560  
(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>Thomas G. Gallup</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>6600 Sylvania Ave., Suite 500</u>		<u></u>	
<u>Sylvania, OH 43560</u>		<u></u>	
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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.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 5 1998  
AM 9:03

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


The undersigned member or authorized representative of a member of Pine Run Limited,  
an Ohio limited liability company certifies:

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 \$ 445,000;  
(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 \$ 460,000;  
(This total includes amounts from 2 and 3 above.)



**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.)

Thomas G. Gallup

Typed or printed name of signee

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -3 AM 10:03

**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:

Pine Run Limited

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

Susan Daly

(Name)

Gunster, Yoakley, Valdes-Fauli & Stewart  
800 S.E. Monterey Commons Blvd.

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

Stuart


FL

34996

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -3 AM 10:03

*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.*

  
Susan Daly

(Signature)

Gunster, Yoakley, Valdes-Fauli & Stewart

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

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show PINE RUN LIMITED., an Ohio Limited Liability Company, Registration No. 998483, was registered to transact business in Ohio on December 4, 1997, and said registration is currently in **FULL FORCE AND EFFECT** upon the records of this office.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -3 AM 10:03



WITNESS my hand and official  
seal at Columbus, Ohio this  
15th day of January, A.D. 1998

*Bob Taft*

Bob Taft  
Secretary of State