

M98000000243

GOODIN & KRAEGER

ATTORNEYS AT LAW

JAMES A. GOODIN
RICHARD C. KRAEGER
JON C. ABERNATHY
AMY L. WHITE
PATRICK L. MILLER
PATRICK F. MASTRIAN III
CHRISTOPHER E. CLARK
TRICIA A. LEMINGER
KARL G. POPOWICS

KEYSTONE AT THE CROSSING
8555 NORTH RIVER ROAD, SUITE 400
INDIANAPOLIS, INDIANA 46240
(317)843-2606
FAX (317)574-3095

OF COUNSEL

WILSON S. STOBBER*
DENISE PAGE

*ALSO ADMITTED IN FLORIDA

December 30, 1997

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

400002397574--7
-01/12/98--01146--001
****293.75 ****293.75

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

Dear Sir/Ms:

Enclosed is a fully executed Application by Foreign Limited Liability Company for Authority to Transact Business in Florida, Affidavit of Membership, and Certificate of Registered Agent. Also enclosed is a check in the amount \$293.75 for the filing fee designation of registered agent, and the issuance of a Certificate of Status. Please return the Certificate of Status to the above address, to my attention.

Thank you for your assistance.

Very truly yours,

GOODIN & KRAEGER


Amy L. White

ALW:naf

Encs.

M98-243

Name Availability	OK 3-13
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1998

AMY L. WHITE
GOODIN & KRAEGE
8555 NORTH RIVER ROAD, SUITE 400
INDIANAPOLIS, IN 46240

SUBJECT: AMW, LLC
Ref. Number: W98000000815

We have received your document for AMW, LLC and your check(s) totaling \$293.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 498A00001883

FILED
98 MAR 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF THE
MEMBERS OF AMW, LLC

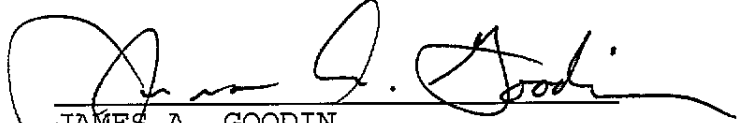
The undersigned, being all of the Members of AMW, LLC, do hereby consent to and adopt the following resolution, which embodies the actions of the Members of AMW, LLC ("Company"), by unanimous consent; the undersigned hereby waive notice of a Special Meeting of the Members of the Company and the holding of such meeting, it being intended that the collective consent of the undersigned to the following resolution shall have the same force and effect as the unanimous vote of the Members, at a Special Meeting of the Members of the Company, duly called and held, at which a quorum was present and acting unanimously throughout. The following resolution shall be filed in the Company's records as the duly authorized action of the Members.

BE IT RESOLVED, that the Company shall use the alternate name of AMW-GK, L.L.C. in the state of Florida, and authorizes Richard C. Kraege to execute any and all documents and take all further action necessary to effect the use of such alternate name.

FILED
98 MAR 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned execute this consent this
consent has been executed on the dates written below.

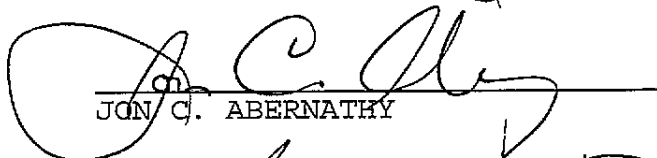
Dated: 3/9/98


JAMES A. GOODIN

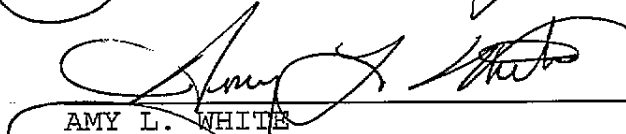
Dated: 3/9/98


RICHARD C. KRAEGE

Dated: 3/9/98


JON C. ABERNATHY

Dated: 2-24-98


AMY L. WHITE

Dated: 3/9/98


PATRICK L. MILLER

FILED
98 MAR 12 PM 4:00
SECRETARY OF STATE
INDIANA

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. AMW, 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. Indiana
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 12-19-97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipated date: 1-5-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8555 N. River Road, Suite 400
Indianapolis IN 46240
(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>James A. Goodin</u>	<u>Member</u>	<u>Amy L. White</u>	<u>Member</u>
<u>8555 N. River Road #400</u>		<u>8555 N. River Rd #400</u>	
<u>Indpls IN 46240</u>		<u>Indpls IN 46240</u>	
<u>Richard C. Kraege</u>	<u>Member</u>	<u>Patrick L. Miller</u>	<u>Member</u>
<u>8555 N. River Rd #400</u>		<u>8555 N. River Rd #400</u>	
<u>Indpls IN 46240</u>		<u>Indpls IN 46240</u>	
<u>Jon C. Abernathy</u>	<u>Member</u>		
<u>8555 N. River Rd #400</u>			
<u>Indpls IN 46240</u>			

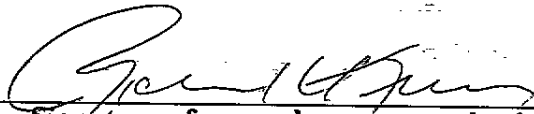
FILED
98 MAR 12 PM 4:00
SECRETARY OF STATE
FLORIDA

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.)

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

The undersigned member or authorized representative of a member of AMW, LLC
_____ 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 \$ 50⁰⁰;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 50⁰⁰;
(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.)

Richard C. Kraege
Typed or printed name of signee

FILED
98 MAR 12 PM 4:00
SECRETARY OF STATE
FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Dec-29-97 02:33P GOODIN & KRAEGE

317 574 3086

P.02

**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:

AMW, LLC

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

Mark W. Stober
(Name)14647 Pine Glen CircleFlorida street address (P.O. Box NOT ACCEPTABLE)Lutz

FL

33549

City/State/Zip

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)12/29/97**Filing Fee: \$ 35 for Designation of Registered Agent**

FILED

98 MAR 12 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the limited liability company records and the proper official to execute this certificate.

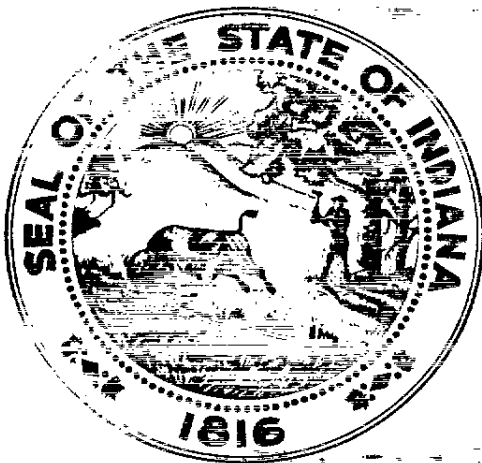
I further certify that records of this office disclose that

AMW, LLC

filed Articles of Organization effective December 19, 1997, and is a limited liability company duly organized and existing under the laws of the State of Indiana.

I further certify this limited liability company has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixth day of January, 1998.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State *KT*
Deputy

JAN 09 1998