

M98000000244

EMERSON BENNETT
& ASSOCIATES, LLC

March 5, 1998

Brentley C. Martin
Emerson Bennett & Associates, LLC
6261 NW 6th Way; Suite 207
Fort Lauderdale, FL 33309

State of Florida
Qualifications and Registrations Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please accept the following check for payment of \$78.75 for a foreign entity filing to qualify for doing business in the state of Florida. The breakdown is for a \$70.00 filing fee and an \$8.75 charge for a certificate of status. The enclosed application should have the information sufficient for the filing. If you have any questions, please call me at 800-652-8262. Also, please FedEx Priority Overnight the certificate upon completion using the enclosed FedEx billing envelope.

Thank you,



Brentley C. Martin

900002449449--5
-03/16/98--01008--011
****267.50 ****267.50
900002449449--5
-03/06/98--01078--004
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:52

M98-244

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

(Cora for 1)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 10, 1998

BRENTLEY C. MARTIN
6261 N.W. 6TH WAY, SUITE 207
FORT LAUDERDALE, FL 33309

SUBJECT: EMERSON BENNETT & ASSOCIATES, LLC
Ref. Number: W98000005272

We have received your document for EMERSON BENNETT & ASSOCIATES, LLC and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$206.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

We are enclosing the proper form(s) with instructions for your convenience.

A photocopy of the certificate of existence is not acceptable.

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: 698A00012889

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DIVISION OF CORPORATIONS

EMERSON BENNETT
& ASSOCIATES, LLC

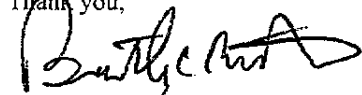
March 12, 1998

Florida Dept of State
Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

To Whom It May Concern:

Please note I have included a check for \$267.50 for a certificate of status, \$8.75, a certified copy, \$52.50, a filing fee, \$250, and a designated registered agent, 35.00. I had a balance of 206.25 on reference number W98000005272. Please add in the certificate of status and the optional certified copy. Please send this overnight in the package included.

Thank you,



Brentley Martin

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**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. EMERSON BENNETT ASSOCIATES, 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
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 06-1389088
(FEI number, if applicable)
4. 9/7/95
(Date of Organization)
5. 12/31/2004
(Duration: Year limited liability company will cease to
exist or "perpetual")
6. MARCH 5, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6261 NW 6th way; suite 207
Fort Lauderdale, FL 33309
(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>Brentley C. Martin</u>	<u>CEO/MGR</u>		
<u>6261 NW 6th way; suite 207</u>			
<u>Fort Lauderdale FL 33309</u>			
<u>Eric Vallejo</u>	<u>COO/VP/MGRM</u>		
<u>6261 NW 6th way; suite 207</u>			
<u>Fort Lauderdale FL 33309</u>			
<u>Douglas Abutililla</u>	<u>Secy MGRM</u>		
<u>6261 NW 6th way; suite 207</u>			
<u>Fort Lauderdale FL 33309</u>			

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

The undersigned member or authorized representative of a member of _____
Emerson Bennett 3 Associates, 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 \$ 350,000
- 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 amount of cash or property anticipated to be contributed by member(s) is \$ 350,000
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500,000



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: \$250.00 for Application and Affidavit

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98 MAR 13 AM 10:52

**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:

Emerson Bennett 3 Associates LLC

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

Brentley C. Martin

(Name)

6261 NW 6th Way, Suite 207

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

Font Lauderdale, FL 33309

(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.

Brentley C. Martin

(Signature)

3/11/98

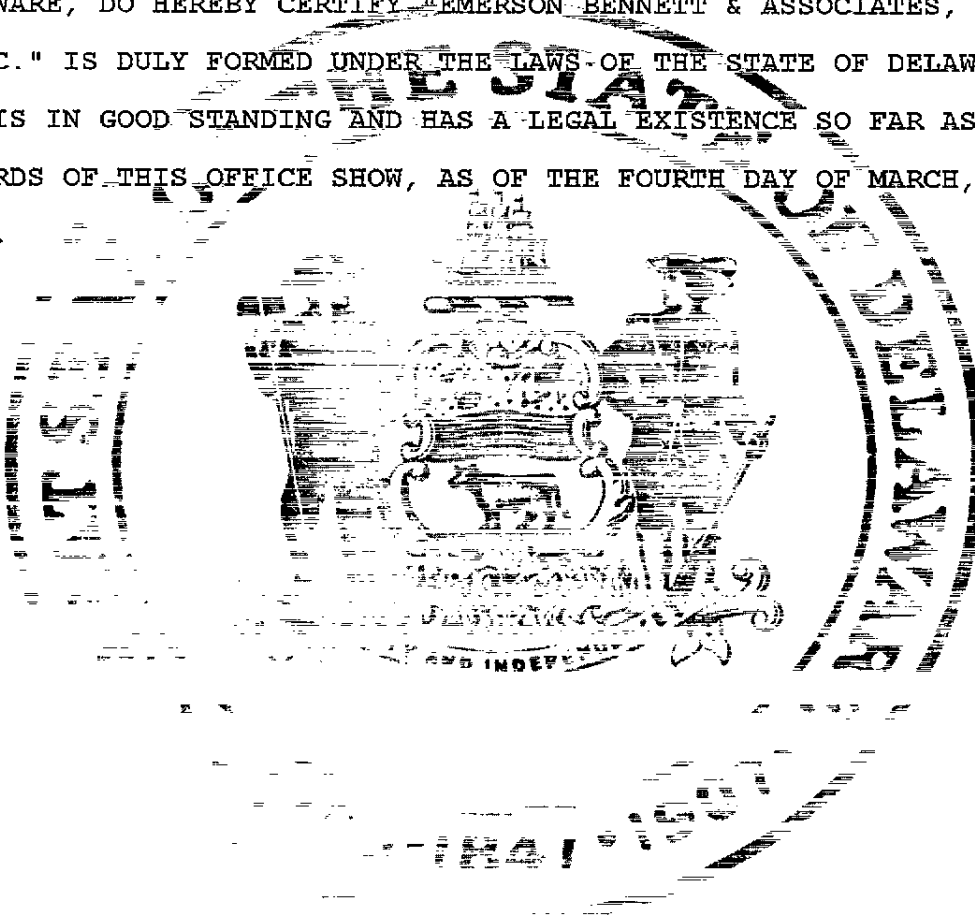
(Date)

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 "EMERSON BENNETT & ASSOCIATES, L.L.C." 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 FOURTH DAY OF MARCH, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8952681
DATE: 03-04-98

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