

M98000000536

DOUGLAS G. MCKINNON
MICHAEL G. MCKINNON

ATTORNEY AT LAW
ATTORNEY AT LAW

5984 SOUTH PRINCE, SUITE 103 • LITTLETON, COLORADO • 80120

TELEPHONE: (303) 795-2526

FAX: (303) 798-1780

May 22, 1998

500002536225--7

-05/27/98--01027--001

*****35.00 *****35.00

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

VIA CERTIFIED MAIL 500002536225--7

-05/27/98--01027--002

*****302.50 *****302.50

Re: Application by Foreign Limited Liability Company for Authorization to Transaction
Business in Florida/ CAG Investments, LLC

Dear Sir or Madame:

Enclosed please find the following documents to be filed on behalf of CAG Investments, LLC:

1. Original Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida/CAG Investments, LLC;
2. Originally executed Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Originally executed Certificate of Designation of Registered Agent/Registered Office;
4. Our firm's checks totaling \$337.50 for the applicable filing fees of \$250.00 and \$35.00, respectively.

Also included in the total amount of our firm's check is \$52.50, which we understand to be the appropriate fee for requesting one (1) certified copy of the Application. We have enclosed a self-addressed, stamped envelope for your convenience.

Should you have any questions regarding the enclosures or our request for a certified copy, please feel free to contact Mr. McKinnon at your earliest convenience.

Very truly yours,

Julie Van Meter

Assistant to Douglas G. McKinnon, Esq.

M98-536

Name	OK
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

Enclosures

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. CAG Investments, 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. Colorado
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1454899
(FEI number, if applicable)
4. 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business transacted as of yet.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2009 Market Street, Denver, Colorado 80205
(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>Marshall R. Chesrown</u>	<u>Pres.</u>	<u></u>	<u></u>
<u>301 N. Birch Road #11-South</u>	<u>MGR</u>	<u></u>	<u></u>
<u>Fort Lauderdale, FL 33304</u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>
<u></u>		<u></u>	<u></u>

98 MAY 27 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 _____
CAG Investments, 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

\$ 7,200,000

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

\$ 20,000,000

(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.)

Todd A. Maul

Typed or printed name of signee

FILED
98 MAY 27 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

CAG Investments, LLC.

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

Marshall R. Chesrown

(Name)

301 North Birch Road, #11- South

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

Fort Lauderdale

FL

33304

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)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
08 MAY 27 PM 4: 22
CLERK OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

CAG INVESTMENTS, L.L.C.
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971195847 WAS FILED IN THIS OFFICE ON December 08, 1997
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: April 30, 1998.

Victoria Buckley

SECRETARY OF STATE