

M98000000584

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: The Medallion Advisory Services, LLC
(Proposed limited liability company name - must include suffix)

600002455406--9
-03/12/98--01071--002
****285.00 ****285.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: Joseph E. Lloyd
Name (Printed or typed)

811 Ritchie Hwy Ste 25
Address

Severna Park, MD 21146
City, State & Zip

410-544-8400

Daytime Telephone number

Nicola Rust GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name of LLC
DATE 6-8-98
DOC. EXAM. C. Mitchell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -8 AM 9:33

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 13, 1998

JOSEPH E. LLOYD
811 RITCHIE HIGHWAY, SUITE 25
SEVERNA PARK, MD 21146

SUBJECT: TEH MEDALLION GROUP ADVISORY SERVICES, LLC
Ref. Number: W98000005643

98 JUN -8 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for TEH MEDALLION GROUP ADVISORY SERVICES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The registered agent must sign accepting the designation.

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) 487-6025.

**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. The Medallion Advisory Services, 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. MARYLAND

3. _____

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

(FEI number, if applicable)

4. 10-1-1996

5. 10-31-2060

(Date of Organization)

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

6. AAA

Upon Qualification

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

7. 811 Ritchie Hwy Suite 25

Severna Park, MD 21146

(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:

1. Joseph E. Lloyd Pres.

811 Ritchie Hwy Ste. 25 Mgr.

Severna Park, Md 21146

2. Stephanie A. Cochran Exec. V.P.

811 Ritchie Hwy Ste 25 Mgrm

Severna Park, Md 21146

3. David Huya Mktg.

4 Dowling Circle A-2 Mgrm.

Baltimore, Md 21234-
2664

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

The undersigned member or authorized representative of a member of The Medallion
Advisory Services, LLC deposes and says:

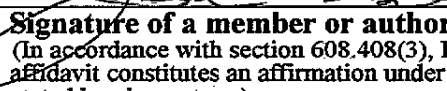
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 6,250.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
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 \$ N/A
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 \$ 6,250.00


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.)

FILED
98 JUN -8 AM 9:33
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: The Medallion
Advisory Services, LLC

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

Kenneth R. Penrose
(NAME)
271 53RD Circle
(P. O. Box **NOT** ACCEPTABLE)
Vero Beach, FL 32968
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Kenneth R. Penrose
(SIGNATURE)

03/11/98
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MARYLAND

617529

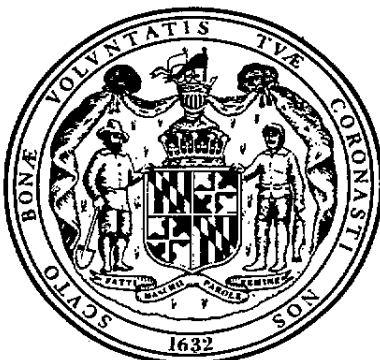
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT
ACCORDING TO THE RECORDS OF THIS DEPARTMENT MEDALLION ADVISORY SERVICES, LLC. FILED ARTICLES OF ORGANIZATION WHICH WERE RECEIVED AND APPROVED FOR RECORD ON OCTOBER 1, 1996 AT 1:33 PM.

FILED
98 JUN -8 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 20TH DAY OF
MARCH, 1998.


BRENDA A. WALKER
ADMIN SPECIALIST II