

1198000000704



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877030 6258A

AUTHORIZATION

Patricia [signature]

COST LIMIT : \$ 285.00

ORDER DATE : July 1, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 877030-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

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FOREIGN FILINGS

NAME: KMG HOLDINGS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
93 JUL -1 PM 12:21
TALLAHASSEE, FLORIDA
RECEIVED
93 JUL -1 AM 10:38
DIVISION OF CORPORATION

**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. KMG Holdings 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. Applied For
(FEI number, if applicable)
4. 6/24/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 280 Gulf Shore Boulevard South
Naples, Florida 34102
(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>Gary P. Galleberg</u>	<u>Mgr.</u>	<u></u>	<u></u>
<u>280 Gulf Shore Blvd.S.</u>		<u></u>	
<u>Naples, FL 34102</u>		<u></u>	
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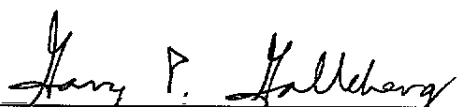
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of KMG Holdings 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 \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$100,000.00
(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 \$200,000.00
(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.)

Gary P. Galleberg, Member and Manager

Typed or printed name of signee

FILED
08 JUL -1 PM 12:21
CLERK OF DISTRICT COURT
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:

KMG Holdings LLC

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

William L. Owens, Esq. c/o Bond, Schoeneck & King, P.A.
(Name)

1167 Third Street South, Suite 107
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Naples, FL 34102
City/State/Zip

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03 JUL -1 PM 12:21
CLERK OF DISTRICT COURT
IN MIAMI, FLORIDA

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.

William L. Owens
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

EXHIBIT

The property to be contributed to KMG Holdings LLC by the members is various marketable securities.

FILED
03 JUL -1 PM 12:21
CLERK OF COURT
TALLAHASSEE, FLORIDA

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 "KMG HOLDINGS LLC" 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 THIRTIETH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 JUL -1 PM 12:21
DEPARTMENT OF STATE
HARRISBURG, PENNSYLVANIA

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981253736



9170666
06-30-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: