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DAVID F. WILSEY

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
STEVEN M. WILSEY  
Also Certified  
Public Accountant  
ROBERT W. FISHER  
Of Counsel

July 14, 1998

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

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-07/16/98--01051--001  
\*\*\*\*293.75 \*\*\*\*293.75

Re: Keyplan, L.L.C.

Dear Sir or Madam:

Enclosed please find the following documents necessary to establish Keyplan, L.L.C. as a foreign limited liability company to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with Origin Illinois Certificate of Existence attached;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
4. Check made payable to the Florida Department of State in the amount of \$293.75, which represents a \$250 filing fee for application and affidavit, a \$35 designation of registered agent fee, and \$8.75 for a certificate of status.

Please file these documents and return a certificate of status to my office. Thank you for your cooperation in regard to the foregoing.

Sincerely,

STEVEN M. WILSEY

SMW/jek  
Enclosures

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Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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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. KEYPLAN, L.L.C.  
(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. ILLINOIS  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4082666  
(FEI number, if applicable)
4. 4/26/96  
(Date of Organization)
5. 12/31/2095  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 8/1/98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 311 BELLEAIR DRIVE N.E.  
ST. PETERSBURG, FL 33704  
(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:
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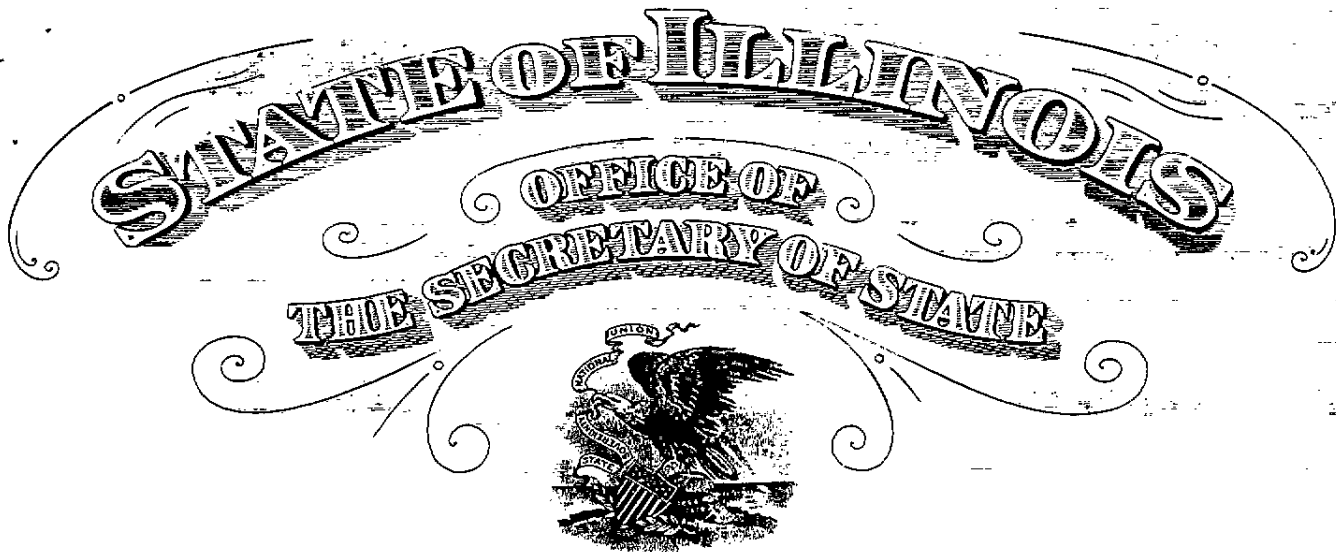
<u>MICHAEL T. CROSWELL</u>	<u>MGRM</u>		
<u>311 BELLEAIR DR., N.E.</u>			
<u>ST. PETERSBURG, FL 33704</u>			

<u>CAROLINE J. CROSWELL</u>	<u>MGRM</u>		
<u>311 BELLEAIR DR., N.E.</u>			
<u>ST. PETERSBURG, FL 33704</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.)

File Number 0006664-8



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,  
do hereby certify that*

*KEYPLAN, L.L.C.,*

HAVING ORGANIZED IN THE STATE OF ILLINOIS ON APRIL 26, 1986,  
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED  
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING  
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT  
BUSINESS IN THE STATE OF ILLINOIS.

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**In Testimony Whereof,** *I hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois this* \_\_\_\_\_ *15TH*  
*day of* \_\_\_\_\_ *JUNE* *A.D., 19* 98

*George H Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE

**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:

KEYPLAN, L.L.C.

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

MICHAEL T. CROSWELL

311 BELLEAIR DR., N.E.

ST. PETERSBURG, FL 33704

*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)

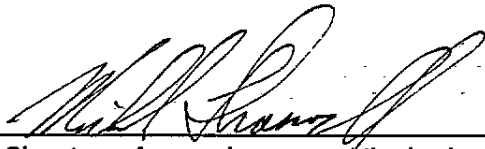
Filing Fee: \$35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of KEYPLAN, L.L.C. 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 \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000.00.  
(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.)

MICHAEL T. CROSWELL

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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