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THE MORGAN - TAYLOR GROUP, LLC

July 27, 1998

To: Registration Section  
Division of Corporations

From: Sara Lister  
The Morgan-Taylor Group, LLC

300002602853--7  
-07/30/98--01065--002  
\*\*\*\*346.25 \*\*\*\*346.25

Re: Foreign Limited Liability Company

Attached please find the application by Foreign Limited Liability Company and the other two related forms you requested and the certificate of existence. I am enclosing \$346.25 for:

\$250.00 Filing Fee for Application and Affidavit  
\$35.00 Designation of Registered Agent  
\$52.50 Certified Copy  
\$8.75 Certificate of Status

I am sending this overnight and would like it expedited and the Certificates returned to us as quickly as possible.

Thank you,

*Sara Lister*

Sara Lister

Name	<i>mt</i>
Availability	<i>mt</i>
Document Examiner	<i>mt</i>
Updater	<i>mt</i>
Updater Verifier	<i>mt</i>
Acknowledgement	<i>mt</i>
W. P. Verifier	<i>mt</i>

mt 833

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DIVISION OF CORPORATIONS  
98 JUL 30 AM 10:22

**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 Morgan-Taylor Group, 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. Nevada  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 59-3523407  
(FEI number, if applicable)

4. July 21, '98  
(Date of Organization)

5. July 20, 2028  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. July 23, '98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2333 Caerleon Rd, Clearwater, FL 33764

(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:

Carolyn Bradham Managing  
2333 Caerleon Rd  
Clearwater, FL 33764  
member

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_

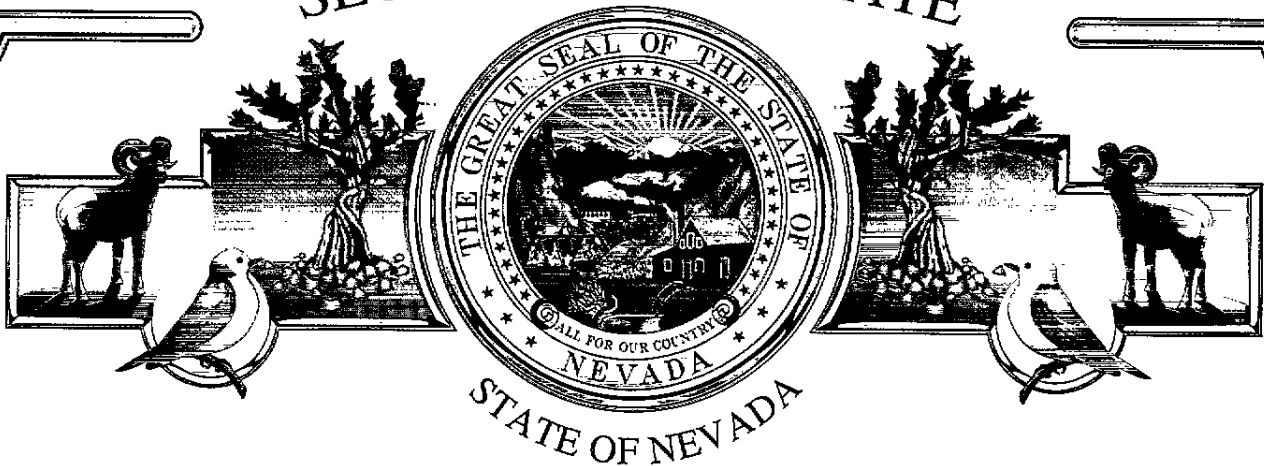
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE MORGAN-TAYLOR GROUP, LLC.**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 21, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 27, 1998.



*Dean Heller*

Secretary of State

By

*Christine Smith*

Certification Clerk

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**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:

The Morgan-Taylor Group, LLC

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

Birgit Vannier  
(Name)

2333 Caerleon Road  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Clearwater FL 33764  
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.*

Birgit Vannier  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of The  
Morgan-Taylor Group, LLC certifies:

- 1) the above named limited liability company has at least <sup>one</sup> ~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$45,000<sup>00</sup>;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$45,000<sup>00</sup>;  
(This total includes amounts from 2 and 3 above.)

Carolyn Bradham  
**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.)

Carolyn Bradham  
Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**