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1900 HUNTINGTON CENTER
COLUMBUS, OHIO 43215

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909375-036-046

August 5, 1998

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

800002617038--3
-08/17/98-01024-005
****285.00 ****285.00

Re: Ohio Equities, LLC dba OEI Realty Services

Dear Sir or Madam:

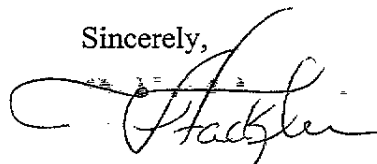
Enclosed herewith please find the following regarding the above-captioned limited liability company:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent; and,
4. an original Certificate of Existence.

Also enclosed is a check in the amount of \$285.00 to cover the filing costs. Please expedite this filing and return a file stamped copy of the same in the self-addressed envelope enclosed for your convenience.

P.

Sincerely,



Vicki D. Fackler
Legal Assistant

Enclosures

FILED
98 AUG 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-18856

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

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ACCOUNT NO. : 0721000000022
REFERENCE : 940789 4327206
AUTHORIZATION : *Patricia Pugh*
COST LIMIT : \$ 285.00

ORDER DATE : August 26, 1998

ORDER TIME : 1:45 PM

ORDER NO. : 940789-010

CUSTOMER NO: 4327206

CUSTOMER: Heidi Bowman, Legal Assistant
Jones Day Reavis & Pogue
41 South High Street
1900 Huntington Center
Columbus, OH 43215

FOREIGN FILINGS

NAME: OHIO EQUITIES, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RESUBMIT
Please give original
submission date as file date.

DIVISION OF CORPORATION
98-2-46
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 18, 1998

VICKI D. FACKLER
1900 HUNTINGTON CENTER
COLUMBUS, OH 43215

SUBJECT: OHIO EQUITIES, LLC
Ref. Number: W98000018856

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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.)

On #8 of the application the business listed must be titled manager or managing member. On the affidavit an amount must be given if the amount is zero list this on the affidavit for each question.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 798A00042792



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

JANNA WILSON
CSC
TALLAHASSEE, FL 32301

SUBJECT: OHIO EQUITIES, LLC
Ref. Number: W98000018856

We have received your document for OHIO EQUITIES, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

All the entity needs to do is complete the attached resolution. You do not need to file the fictitious name application. We currently are holding a filing fee that was previously sent in by your client. We do not need any more money.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00044448

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. Ohio Equities, 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. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. May 29, 1998
(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. 6964 Aloma Avenue, Winter Park, Florida 32792
(Street address of principal office)

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98 AUG 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>Capitol Square, Ltd.</u>	<u>MGRM</u>	_____	_____
<u>155 East Broad</u>		_____	
<u>Columbus, OH 43215</u>		_____	
<u>GNS Equities, Inc.</u>	<u>MGRM</u>	_____	_____
<u>395 East Broad</u>		_____	
<u>Columbus, OH 43215</u>		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 _____

Ohio Equities, LLC

certifies:

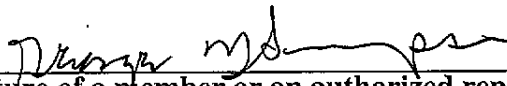
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98 AUG 17 AM 10:00
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TALLAHASSEE, FLORIDA

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 217,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 660,000;
(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 \$ 877,000.
(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.)

George N. Simpson

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

The property other than cash distributed by the members of Ohio Equities, LLC is:

Accounts Receivables	\$386,000
Fixed assets, net depreciation (office equipment)	<u>\$274,000</u>
Total	\$660,000

FILED

98 AUG 17 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Ohio Equities, LLC

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

CT CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

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

PLANTATION

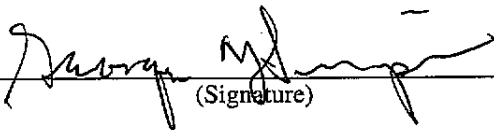
FL

33324

City/State/Zip

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98 AUG 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, 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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show OHIO EQUITIES, LLC, an Ohio Limited Liability Company, Registration No. 1007479, was organized within the State of Ohio on May 29, 1998 and is currently in FULL FORCE AND EFFECT upon the records of this office.

FILED
98 AUG 17 AM 10:00
SECRETARY OF STATE
TALAMASSEE, FLORIDA



WITNESS my hand and official

seal at Columbus, Ohio on

June 18, 1998

Bob Taft

Bob Taft
Secretary of State