

M98000000996



ACCOUNT NO. : 072100000032

REFERENCE : 953818 2352A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
98 SEP -9 PM 21 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 8, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 953818-015

CUSTOMER NO: 2352A

CUSTOMER: Ms. Helen Sansone
Gray Harris & Robinson, P.a.
Suite 138
1800 W. Hibiscus Boulevard
Melbourne, FL 32901

CM
300002635423--0
-09/09/98--01058--044
****145.00 ****145.00

FOREIGN FILINGS

NAME: PBKIDS LLC

300002635423--0
-09/09/98--01058--045
****140.00 ****140.00

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
98 SEP -9 PM 12:10
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1998

TAMARA ODOM
CSC
TALLAHASSEE, FL

SUBJECT: PBKIDS LLC
Ref. Number: W98000020561

RESUBMIT

Please give original
submission date as file date.

We have received your document for PBKIDS 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):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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.

Cathy A Mitchell
Corporate Specialist

Letter Number: 398A0004587

FILED
90 SEP -9 PM 2:47
TALLAHASSEE, FLORIDA

**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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP -9 PM 2:47

FILED

1. PBKids 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. Colorado 3. 84-1256376
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 1/1/94 5. 30 years
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. 9/10/98 (Date of closing Melbourne Square Promenade)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 361 71st Avenue, Suite 103
GREELEY, CO 80634
(Street address of principal office)

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>PATRICK B. ROCHE</u>	<u>MGR</u>		
<u>361 71st AVENUE, SUITE 103</u>			
<u>P.O. BOX 1136</u>			
<u>GREELEY, CO 80632</u>			

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

The undersigned member or authorized representative of a member of PBKids, LLC
_____ deposes and says:

FILED
SEP -9 PM 2:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is _____
- 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.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ - 0 -
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 \$ 52,627
(1031 Funds for the acquisition of Melbourne Square Promenade)

Jonathan D Beber CONTROLLER
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.)

**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:

PBKids LLC

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

Philip F. Nohr

(NAME)

1800 West Hibiscus, #138

(P. O. Box NOT ACCEPTABLE)

Melbourne, FL 32901

(CITY/STATE/ZIP)

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.

Philip F. Nohr
(SIGNATURE)

Sept. 4, 1998
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
98 SEP -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

PBKIDS LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19941006371 WAS FILED IN THIS OFFICE ON January 19, 1994
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: August 28, 1998

Victoria Buckley

SECRETARY OF STATE

FILED
98 SEP -9 PM 2:47
SECRETARY OF STATE
DENVER, COLORADO