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

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-09/17/98--01065--003
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8/21/98

Dear Sir:

Re: Aberdeen Holding International Ltd., LLC

Please find enclosed the necessary documents and fees to register the above-captioned LLC to transact business in Florida.

Please provide us with the Certified Copy and Certificate of Status for which payment is also enclosed.

Sincerely,

Dunlop & Dunlop, P. A.

J. Erwin Dunlop
J. Erwin Dunlop

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W08-19484 \$1188.75

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgment	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1998

J. ERWIN DUNLOP
301 N. PARK AVENUE, SUITE A
WINTER PARK, FL 32789

SUBJECT: ABERDEEN HOLDING INTERNATIONAL LTD., LLC
Ref. Number: W98000019484

We have received your document for ABERDEEN HOLDING INTERNATIONAL LTD., LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1188.75.

There is a balance due of \$1188.75.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00044194

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**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. Aberdeen Holding International Ltd., 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. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3360844
(FEI number, if applicable)
4. FEBRUARY 1, 1996
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MAY, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1495 E. MURIEL ST. ORLANDO FL 32806
(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>EDWARD P. COLSH</u>	<u>MGR. DR.</u>	_____	_____
<u>1495 E. MURIEL ST</u>	_____	_____	_____
<u>ORLANDO, FL. 32806</u>	_____	_____	_____
_____	_____	_____	_____
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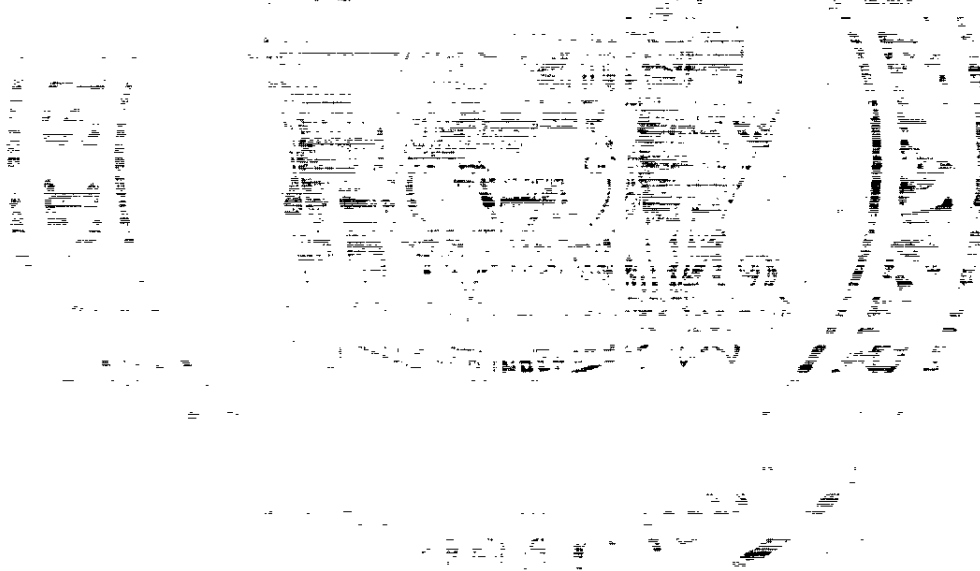
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABERDEEN HOLDING INTERNATIONAL LTD., 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 TWENTY-FOURTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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 Company is:

ABERDEEN HOLDING INTERNATIONAL LTD., LLC

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

EDWARD T. CALISH

(Name)

1495 E. MURIEL ST.

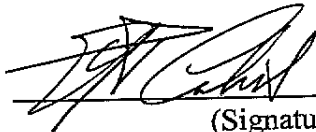
Florida street address (P.O. Box **NOT** ACCEPTABLE)

ORLANDO, FL. 32806

City/State/Zip

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DIVISION OF CORPORATIONS
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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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

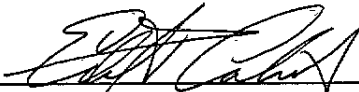
The undersigned member or authorized representative of a member of Aberdeen Holding International LTD., LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 1,000⁰⁰;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ —;
(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 \$ 1,000⁰⁰.
(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.)

EDWARD T. CALISH

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit