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FROM: MACFARLANE AUSLEY II (CLEARWATER)  
CONTACT: PRISCILLA ADAMS  
PHONE: (813) 441-8966

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NAME: BOOS PINE BLUFF, LLC

AUDIT NUMBER.....H98000017753

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09/23/98 13:27 Florida Department of State

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 23, 1998

MACFARLANE AUSLEY II (CLEARWATER)

SUBJECT: BOOS PINE BLUFF, LLC  
REF: W98000021802

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

An affidavit of membership and contributions is required for a foreign limited liability company. Please attach and send with the articles.

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

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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. Boos Pine Bluff, 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. Arkansas  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. August 28, 1998  
(Date of Organization)
5. December 31, 2048  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 19321-C U.S. Highway 19 North, Suite 605, 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:
Boos Development Group, Inc. -	Managing		
19321-C US Hwy 19 North	Member		
Suite 605, Clearwater, FL 33764			
J. Matthew Marquardt, Esquire			
Registered Agent for			
Boos Development Group, Inc.			
P.O. Box 1669; 625 Court St. Ste 200			
Clearwater, FL 33757			

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.)

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Sharon Priest  
SECRETARY OF STATE

State of Arkansas  
SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING  
OF A  
DOMESTIC ORGANIZATION

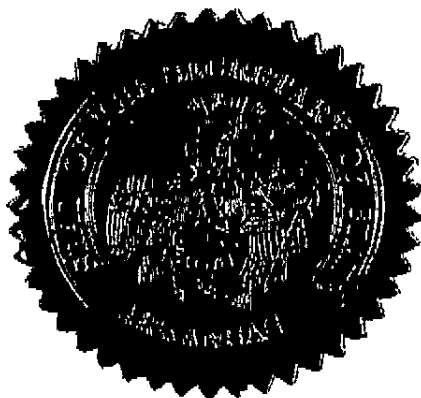
I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign organizations, do hereby certify that the records of this office show:

**BOOS PINE BLUFF, LLC**

an organization chartered under the laws of the State of Arkansas, filed Articles of Organization August 28, 1998.

I further certify that as far as the records show, this organization is at this time chartered and in good standing, having met all the requirements governing a domestic organization in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 28th day of August 1998.



*Sharon Priest*  
Sharon Priest, Secretary of State  
by: *N. D. Perkins*  
N D Perkins

C-2/Rev 10-1-88

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P. 006

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of BOOS PINE BLUFF, LLC in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

  
\_\_\_\_\_  
MATTHEW MARQUARDT, ESQ.  
Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF**  
**BOOS PINE BLUFF, LLC**

The undersigned duly authorized representative of the members of BOOS PINE BLUFF, LLC., deposes and says:

1. The above named limited liability company has one member.
2. The total amount of cash contributed by the member is \$200.00
3. No property other than cash has been contributed by the member and therefore the value is -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$200.00. This total includes amounts from 2 and 3 above.

Executed on behalf of its member, Boos Development Group, Inc.

J. Matthew Marquardt  
J. Matthew Marquardt  
Attorney and Authorized Representative  
for the Member

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STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me this 23 day of September, 1998, personally appeared J. Matthew Marquardt who is personally known to me and who executed the foregoing document and who did take an oath.



Dawn S. Johnson  
MY COMMISSION # CC664818 EXPIRES  
June 24, 2000  
BONDED THRU TROY PAUL INSURANCE, INC.

Dawn S. Johnson  
Dawn S. Johnson, Notary Public - State of Florida