

m98000001139

FROST & JACOBS LLP

2500 PNC CENTER
201 EAST FIFTH STREET
CINCINNATI, OHIO 45202-4182
(513) 651-6800 • FACSIMILE: (513) 651-6981
WWW.FROJAC.COM

COLUMBUS OFFICE
ONE COLUMBUS, SUITE 1000
10 WEST BROAD STREET
COLUMBUS, OHIO 43215-3467
(614) 464-1211
FACSIMILE: (614) 464-1737

MIDDLETOWN OFFICE
400 FIRST NATIONAL BANK BUILDING
2 NORTH MAIN STREET
MIDDLETOWN, OHIO 45042-1981
(513) 422-2001
FACSIMILE: (513) 422-3010

LEXINGTON OFFICE
1100 VINE CENTER TOWER
333 WEST VINE STREET
LEXINGTON, KENTUCKY 40507-1634
(606) 254-1100
FACSIMILE: (606) 253-2990

FRANKFORT OFFICE
201 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601
(502) 223-1400
FACSIMILE: (502) 223-1410

KIMBERLY D. WRIGHT
kwright@frojac.com
(513) 651-6975

October 2, 1998

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

Dear Sir or Madam:

900002655589-7
-10/05/98--01073--011
****285.00 ****285.00

Please find enclosed the following items we are submitting on behalf of Thayer Birding Software, Ltd., an Ohio LLC, to register the company in Florida under the name Thayer Birding Software Ltd., L.C.:

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/Registered Office;
4. An original certificate of existence from the Ohio Secretary of State dated August 17, 1998; and
5. A check in the amount of \$285.00 for filing fees.

Kindly process these documents and forward a letter of acknowledgement upon registration to the undersigned at your earliest convenience.

Please contact me if you have any questions.

Thank you for your assistance with this matter.

Sincerely,

Kimberly D. Wright
Kimberly D. Wright*

Name	10/6/98
Availability	dec
Document Examiner	DEC
Updater	Licensed in Kentucky
Updater Verifier	Enclosures (5)
Acting ledgerment	\$73813.01
W. P. Verifier	DEC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -5 PM 12:40

FILED

m98000001139

**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. Thayer Birding Software Ltd., 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. Ohio 3. 31-466679
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 3, 1996 5. December 31, 2035
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 12650 Colliers Reserve Drive
Naples, Florida 34110
(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:

Roslyn Thayer Manager

12650 Colliers Reserve Drive

Naples, Florida 34110

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.)

FILED
98 OCT -5 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

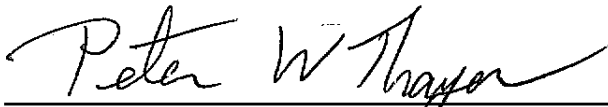
The undersigned member or authorized representative of a member of Thayer Birding Software Ltd.
L.C. certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 100,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(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 \$ 100,000.00.
(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.)

PETER W. THAYER

Typed or printed name of signee

FILED
98 OCT -5 PM 12:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Filing Fee: \$250.00 for Application and Affidavit

**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:

Thayer Birding Software Ltd., L.C.

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

Peter W. Thayer

(Name)

12650 Colliers Reserve Drive

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

Naples

FL

34110

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -5 PM 12:40

FILED

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.

Peter W Thayer
Peter W. Thayer (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 and Miscellaneous filings; that said records show **THAYER BIRDING SOFTWARE, LTD.**, an Ohio Limited Liability Company, Registration No. 937502, was organized within the State of Ohio on April 3rd, 1996 and is currently in **FULL FORCE AND EFFECT** upon the records of this office.*



WITNESS my hand and official
seal at Columbus, Ohio on
August 17, 1998

Bob Taft

Bob Taft
Secretary of State

FILED
98 OCT -5 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA