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November 5, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/06/98--01059--003
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RE: Knock Investments, LLC

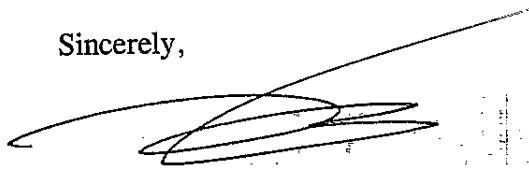
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Dear Sir:

Accompanying please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and an Affidavit of Membership and Contributions of Foreign Limited Liability Company which we respectfully request be filed with your office. We have also enclosed a Certificate of Full Force and Effect issued by the Ohio Secretary of State on October 19, 1998 and our check in the total amount of \$337.50. This check represents the filing of the Application and Affidavit (\$250), the filing of the Designation of Registered Agent (\$35), and the return of a certified copy of these filings (\$52.50).

If you have any questions or need any further information, please contact the undersigned immediately. Thank you for your assistance in this matter.

Sincerely,



Thomas J. Kirkwood

TJK/ljt

Encls.

cc: Richard Knock

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SECRETARY OF STATE
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:

1. Knock Investments, 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. N/A
(FEI number, if applicable)
4. October 13, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 5, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. P.O. Box 141093, Cincinnati, Ohio 45250
(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:
Richard Knock P.O. Box 141093 Cincinnati, OH 45250	Manager		

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.)

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 KNOCK INVESTMENTS, LLC., an Ohio Limited Liability Company, Registration No. 1037230, was organized within the State of Ohio on October 13, 1998 and is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
October 19, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

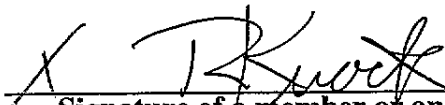
Bob Taft

Bob Taft
Secretary of State

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

The undersigned member or authorized representative of a member of Knock Investments, LLC
_____ 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 \$ 1,000;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 360,000.00.
(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.)

Richard Knock

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Knock Investments, LLC

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

Del Osburn

(Name)

101 Broken Pottery Lane

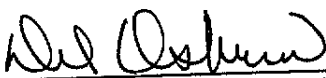
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ponte Vedra Beach, FL 32082

City/State/Zip

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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