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CUSTOMER NO: 9725B

CUSTOMER: Mark Price, Esq  
Roetzel & Andress  
Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

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FOREIGN FILINGS

NAME: CARBONE PROPERTIES OF NAPLES,  
LIMITED LIABILITY COMPANY

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Name Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
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Classifier/verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
Final verifier	<i>MAH</i>

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CARBONE PROPERTIES OF NAPLES, Limited Liability Company  
(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. 34-1876931  
(FEI Number, if applicable)
4. October 19, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon date of filing  
(Date first transacted business in Florida. [See sections 608.501, 608,502, and 817.155, F.S.]
7. 5885 Landerbrook Drive, Suite 110, Cleveland, Ohio 44124  
(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>Ross P. Carbone</u>	<u>MGR</u>	<u>Vincent P. Carbone</u>	<u>MGR</u>
<u>5885 Landerbrook Drive, Suite 110</u>		<u>5885 Landerbrook Drive, Suite 110</u>	
<u>Cleveland, Ohio 44124</u>		<u>Cleveland, Ohio 44124</u>	

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed as of the 13<sup>th</sup> day of November, 1998.

Signatures of all managing members and/or managers:

Ross P. Carbone  
Ross P. Carbone, Manager

Vincent P. Carbone  
Vincent P. Carbone, Manager

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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 CARBONE PROPERTIES OF NAPLES, LIMITED LIABILITY COMPANY, an Ohio Limited Liability Company, Registration No. 1038511, was organized within the State of Ohio on October 19, 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 28, 1998

*Bob Taft*

Bob Taft  
Secretary of State

**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: CARBONE PROPERTIES OF NAPLES, Limited Liability Company.
2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FLORIDA 32301-2607.

*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.*

Signed as of the 30<sup>th</sup> day of November, 1998.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
Its: Agent  
Name: Deborah D. Skipper

(Corporate Seal)

**Filing Fee: \$35.00 for Designation of Registered Agent**

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

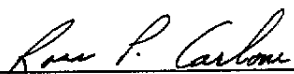
The undersigned member or authorized representative of a member of CARBONE PROPERTIES OF NAPLES, Limited Liability Company deposes and says:

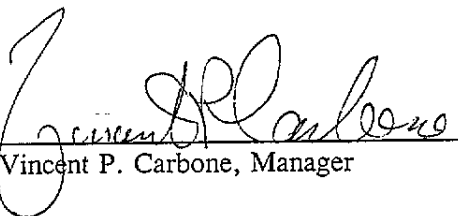
- 1) The above named limited liability company has at least one member;
- 2) The total amount of cash contributed by the member is \$ 100.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ -.  
A description of the property is attached and made a part hereof;
- 4) The amount of cash or property anticipated to be contributed by member(s) is \$ 2,000,000.00  
and
- 5) The total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000,100.00  
This total includes amounts from 2 and 3 above.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed as of the 13<sup>th</sup> day of November, 1998.

Signatures of all managing members and/or managers:

  
\_\_\_\_\_  
Ross P. Carbone, Manager

  
\_\_\_\_\_  
Vincent P. Carbone, Manager

**Filing Fee: \$250.00 for Application and Affidavit**