

Risha Management Company, L.C.

14130 Crystal Cove Dr.

Jacksonville

Florida, 32224

(904) 821-0752

November 12, 1998

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

100002688581--3  
-11/16/98--01117--010  
\*\*\*\*\*346.25 \*\*\*\*\*346.25

Dear Secretary of State:

I appreciate your quick response to my e-mail message sent last weekend. The enclosed documents include:

- ✓ Certificate of Designation of Registered Agent/Registered Office
- ✓ Affidavit of Membership and Contributions of Foreign Limited Liability Company
- ✓ Application by Foreign Limited Liability Company for Authorization to Transact Business In Florida
- ✓ Certificate of Existence from the South Carolina Secretary of State.
- ✓ Company check in the amount of \$346.25: Filing Fee for Application and Affidavit (\$250.00); Designation of Registered Agent (\$35.00); Certified Copy (52.50) and Certificate of Status (\$8.75)

Should you have questions concerning this application, please contact me at your earliest convenience. Your timely assistance in this matter is greatly appreciated.

Sincerely,

*David C. Risha*

David C. Risha  
President

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98 NOV 26 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M98-1421

|                   |      |
|-------------------|------|
| Name              | OK   |
| Availability      | 12-3 |
| Document Examiner | OK   |
| Updater           | OK   |
| Updater Verifier  | OK   |
| Acknowledgment    | OK   |
| W. P. Verifier    | OK   |



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 19, 1998

DAVID C. RISHA  
14130 CRYSTAL COVE DRIVE  
JACKSONVILLE, FL 32224

SUBJECT: RISHA MANAGEMENT COMPANY, LLC  
Ref. Number: W98000026142

We have received your document for RISHA MANAGEMENT COMPANY, 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):

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The individuals listed on line 8 must be titled as manager or managing member. A description of the property must be included.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 998A00055657

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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. D RISHA MANAGEMENT COMPANY, 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. SOUTH CAROLINA, USA 3. 58-2353892  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEL number, if applicable)
4. 10/29/97 5. 10/21/2027  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 9/29/98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14130 CRYSTAL COVE DR  
JACKSONVILLE, FL 32224  
(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>DAVID C. RISHA</u>         | <u>PRES/MANAGER</u> |                 |        |
| <u>14130 CRYSTAL COVE DR</u>  |                     |                 |        |
| <u>JACKSONVILLE, FL 32224</u> |                     |                 |        |
|                               |                     |                 |        |
|                               |                     |                 |        |
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TALLAHASSEE, FLORIDA

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.)

**- 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:

RISHA MANAGEMENT COMPANY, LLC

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

DAVID C. RISHA  
(Name)

14130 CRYSTAL COVE DR.  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

JACKSONVILLE, FL 32224  
City/State/Zip

*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.*

David C. Risha  
(Signature)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 RISHA MANAGEMENT  
COMPANY, 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 \$ 500<sup>00</sup>;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2,600<sup>00</sup>;  
(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 \$ 3,100<sup>00</sup>.  
(This total includes amounts from 2 and 3 above.)

David C. Risha

**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.)

DAVID C. RISHA

Typed or printed name of signee

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A  
TO  
BILL OF SALE**

|  |                |
|--|----------------|
| 1 each IBM compatible computer with software | \$1,900        |
| 1 each Brother Printer                       | 350            |
| 1 each Solid Wood Desk                       | 200            |
| 1 each Oak Desk Chair                        | <u>150</u>     |
|  | <u>\$2,600</u> |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

STATE OF SOUTH CAROLINA       )  
  )  
COUNTY OF CHARLESTON       )       **BILL OF SALE**

FOR VALUE RECEIVED, David C. Risha, (hereinafter referred to as "Seller"), does hereby bargain, sell, assign, convey, transfer, deliver and set over unto Risha Management Company, LLC, a South Carolina limited liability company (hereinafter referred to as the "Purchaser"), its successors and assigns, the following property (the "Assets"):

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE

TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever. And Seller does for itself and its successors and assigns, covenant and agree to and with Purchaser, its successors and assigns, to warrant and defend the sale and conveyance of the aforesaid assets and liabilities hereby sold, conveyed, assigned and transferred unto Purchaser.

As part of this Agreement, Seller hereby assigns to Purchaser all of Seller's rights in any and all warranties of, and other claims against, dealers, manufacturers, vendors, contractors and subcontractors related to the Assets and all indemnities with respect to patent infringements and with respect to other related general intangibles.

Seller hereby consents and agrees to take such action to execute and attest such documents, assignments, transfers, bills of sale or other writings or instruments as may be necessary, or required by law to evidence the sale, assignment, conveyance, transfer and delivery hereby made of the above-described Assets to Purchaser.

IN WITNESS WHEREOF, the undersigned does hereby execute this Bill of Sale this 27<sup>th</sup> day of October, 1997.

**SELLER:**

David C. Risha  
David C. Risha

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Risha Management Company, LLC***

**14130 Crystal Cove Dr. ♦ Jacksonville ♦ Florida, 32224 ♦ (904) 821-0759**

November 29, 1998

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

Dear Ms. Cline:

In accordance with your letter numbered 998A00055657, I have completed the information that was missing from my initial submittal.

**The complete principle's office address is:**

14130 Crystal Cove Dr.  
Jacksonville, FL 32224

**The Florida Manager is:**

David C. Risha, President and Manager

**Cash and Property**

Cash contribution by David C. Risha                      \$ 500

**Property**

1 ea. IBM compatible computer and software              1,900

1 ea. Brother Printer    350

1 ea. Solid Wood Desk    200

1 ea. Oak Desk Chair    150

\$2,600

Total Cash and Property contribution                      \$3,100

No further contributions are anticipated at this time.

Should you have questions concerning this additional information, please contact me at your earliest convenience. Your timely assistance in this matter is greatly appreciated.

Sincerely,



David C. Risha  
President/Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**EXHIBIT A**

| <u>MEMBER</u>  | <u>CONTRIBUTION</u> | <u>AGREED UPON<br/>MARKET VALUE</u> | <u>PERCENTAGE<br/>OF ORIGINAL<br/>CONTRIBUTIONS</u> |
|----------------|---------------------|-------------------------------------|---|
| David C. Risha | \$3,100.00          |                                     | 100%  |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# *The State of South Carolina*



## *Office of Secretary of State Jim Miles* **Certificate of Existence**

**I, Jim Miles, Secretary of State of South Carolina Hereby certify that:**

RISHA MANAGEMENT COMPANY, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on October 29th, 1997, with a duration that is until October 21st, 2027, has as of this date filed all reports due this office, including its most recent annual report as required by section 33-44-211, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of  
the State of South Carolina this 5th day of  
November, 1998.

A handwritten signature of Jim Miles in black ink, written over a horizontal line.

Jim Miles, Secretary of State