

m98000001423

JGS Marathon, Ltd., L.C.  
107 Sunset Drive  
Marathon, Florida 33050

November 20, 1998

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

100002697401--3  
-11/30/98--01058--004  
\*\*\*\*346.25 \*\*\*\*346.25

To Whom It May Concern:

Attached are completed forms to register "JGS Marathon, Ltd., L.C." to transact business in Florida:

- Certificate of Designation of Registered Agent/Registered Office.
- Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- Action in Writing by the Sole Member of JGS Marathon, Ltd.
- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.

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TALLAHASSEE, FLORIDA

Additionally, I've attached a check representing the fees to register.

Please let me know if you have any questions. I can be reached at (305) 289-0473.

Sincerely,



m98000001423

Name	12/4/98
Availability	dec
Document Examiner	DCC
Director	DCC
Secretary	DCC
W. P. Verifier	DCC
Acknowledgment	DCC
Attachment	

**ACTION IN WRITING BY THE SOLE MEMBER OF  
JGS MARATHON, LTD.**

The undersigned, being the sole member of JGS Marathon, Ltd., an Ohio limited liability company (the "Company"), hereby takes the following actions without a meeting:

RESOLVED: that the Company adopt the fictitious name "JGS Marathon, Ltd., L.C." for the purpose of doing business in the State of Florida under such name.

RESOLVED FURTHER, that John G. Smale, on behalf of the Company, is authorized to execute any and all documents necessary to carry out the registration of the Company as a foreign corporation in the State of Florida, including using the name JGS Marathon, Ltd., L.C.

Dated this 20th day of November, 1998.

  
\_\_\_\_\_  
John G. Smale

593335.1

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**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. JGS Marathon, 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  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2127044  
(FEI number, if applicable)
4. October 28, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 107 Sunset Drive  
Marathon, Florida 33050  
(Street address of principal office)

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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)

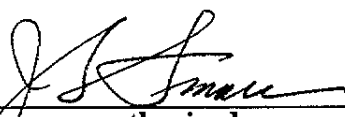
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>John G. Smale</u> <u>107 Sunset Drive</u> <u>Marathon, Florida 33050</u>	<u>Member</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
JGS Marathon, 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 \$ 410,000.00;
- 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 hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 410,000.00.  
(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.)

John G. Smale

\_\_\_\_\_  
Typed or printed name of signee

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**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:

JGS Marathon, Ltd., L.C.

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

Mr. John G. Smale

(Name)

107 Sunset Drive

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

Marathon, FL 33050

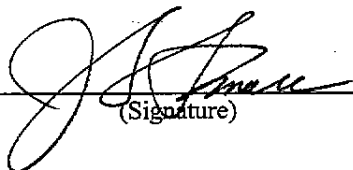
City/State/Zip

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*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**

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 JGS MARATHON, LTD., an Ohio Limited Liability Company, Registration No. 1039445, was registered to transact business in Ohio on October 28, 1998, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.*

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TALLAHASSEE, FLORIDA



*WITNESS my hand and official  
seal at Columbus, Ohio on  
November 13, 1998*

*Bob Taft*

Bob Taft  
Secretary of State