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OF COUNSEL: LORI L. GREEN

December 9, 1998

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

500002711405--2  
-12/14/98--01064--012  
\*\*\*\*285.00 \*\*\*\*285.00

RE: SW Property, L.L.C.

CM

Please find enclosed the original and one copy to be file stamped of the following documents for filing:

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, with Exhibit 1.
3. Certificate of Designation of Registered Agent/Registered Office.
4. Certificate of Good Standing for SW Property, L.L.C. from the State of Missouri.

Also enclosed is this firm's check in the amount of \$285.00 for payment of registration fee for same.

Please return the file stamped copies in the self-addressed, stamped envelope enclosed. Please send a letter of acknowledgment to the above address as well. If you have any questions, please call me.

Thank you for your courteous attention to this matter.

Sincerely,



Lori L. Green

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98 DEC 15 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LLG:ob  
Enclosures

# 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. SW Property, L.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. Missouri  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1830992  
(FEI number, if applicable)
4. March 1, 1998  
(Date of Organization)
5. March, 2028  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A pending certificate of authority  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 102 Dockside Circle  
Weston, FL 33327  
(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>Juan Carlos Pena Trust</u>	<u>MGRM</u>		
<u>dated Nov. 26, 1996</u>			
<u>102 Dockside Circle</u>			
<u>Weston, FL 33327</u>			
<u>Francelia Margarita Pena</u>	<u>MGRM</u>		
<u>Trust dated Nov. 26, 1996</u>			
<u>102 Dockside Circle</u>			
<u>Weston, FL 33327</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.)

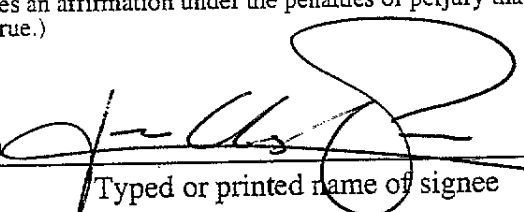
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of SW Property, L.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 \$ \_\_\_\_\_;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 161,225;  
(A description of the property is attached and made a part hereto.)  
and (See attached Exhibit 1)
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 161,225.  
(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.)

Juan Carlos Pena 

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

**EXHIBIT 1**

Tract 1

**36A**

Lot ~~36B~~ of Corporate Lake Subdivision, Plat No. 9, as shown in a plat thereof recorded in Plat Book 26 at Page 19 of the Records of Boone County, Missouri.

AND

Tract 2

Lot Thirty-six-B (36-B) of CORPORATE LAKE, PLAT NINE (9) as shown on plat recorded in Plat Book 26, Page 19, Boone County Records.

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TALLAHASSEE, FLORIDA

**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:

SW Property, L.L.C.

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

Juan Carlos Pena

(Name)

102 Dockside Circle

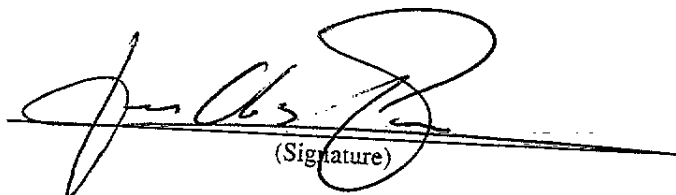
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Weston

FL 33327  
City/State/Zip

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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**

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

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98 DEC 15 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF GOOD STANDING**  
**LIMITED LIABILITY COMPANY**

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE  
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE  
AND IN MY CARE AND CUSTODY REVEAL THAT  
SW PROPERTY, L.L.C.

WAS FILED IN THIS OFFICE ON THE 19TH DAY OF MARCH, 1998,  
BECAME EFFECTIVE ON THE 19TH DAY OF MARCH, 1998, AND IS IN  
GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS  
OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
29TH DAY OF OCTOBER, 1998.

*Rebecca McDowell Cook*  
Secretary of State

