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Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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-12/24/98--01001--048
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-12/24/98--01001--048
*****35.00 *****35.00

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-12/24/98--01001--050
*****250.00 *****250.00

Southwest Systems Limited, L.C.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Fictitious Name
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Name Registration
- UCC-1 Financing Statement
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Limited Liability Company
- Other
- Change of R.A.
- UCC-3 Filing
- CUS
- After 4:30
- Pick Up

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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. Southwest Systems Limited, 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. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 86-0859317
(FEI number, if applicable)
4. Jan. 22, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. None to Date
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 317.155, F.S.))
7. 4214 Bertsos Drive, Unit 1
Las Vegas, Nevada 89103
(Street address of principal office)

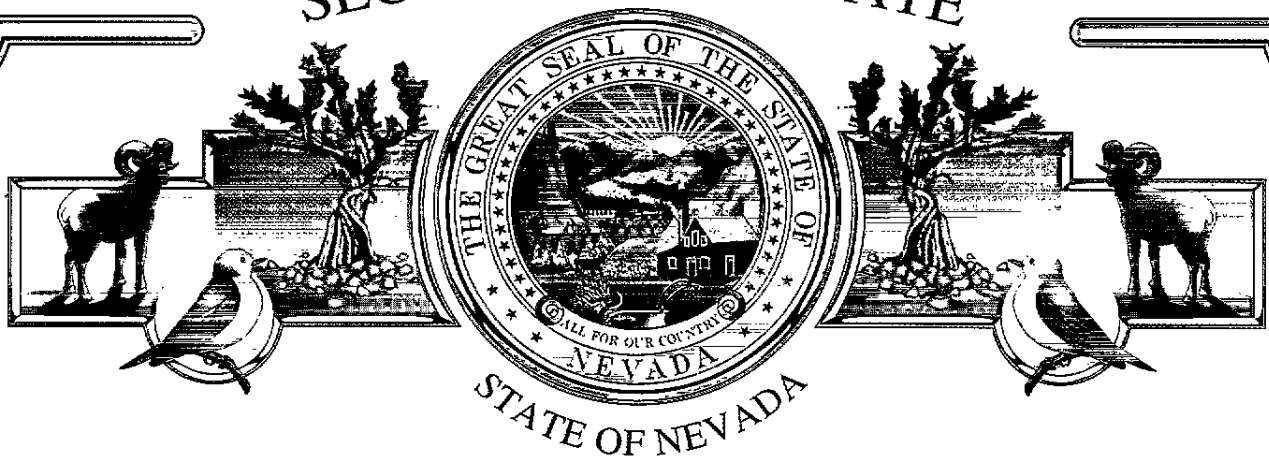
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Scott A. Bartlett</u>	<u>MGR</u>	<u>Joaquin G. Johnson</u>	<u>MGR</u>
<u>4214 Bertsos Dr.</u>		<u>4214 Bertsos Dr.</u>	
<u>Unit 1</u>		<u>Unit 1</u>	
<u>Las Vegas, NV</u>		<u>Las Vegas, NV</u>	
<u>89103</u>		<u>89103</u>	
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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.)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SOUTHWEST SYSTEMS LIMITED** as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 22, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on December 15, 1998.



Dean Heller
Secretary of State

By

S. J. Jantz
Certification Clerk

**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:

Southwest Systems Limited, L.L.C.

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

C.T. Corporation Systems

(Name)

1200 S. Pine Island Road

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

Plantation FL 33324

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.



(Signature)

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 Southwest Systems Limited, 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 \$ 100,000 ;
- 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 \$ 100,000 .
(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.)

Scott A. Bartlett

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit