

GARY J. ABRAHAM
ATTORNEY AND COUNSELOR

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m98000001599

November 25, 1998

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

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Re: MAD WOODCHUCK ENTERTAINMENT, LLC
FEDERAL I.D.# 38-3437671

Dear Madam:

Enclosed for filing are the following documents:

1. Application for Authorization to Transact Business.
2. Affidavit of Membership and Contribution.
3. Certificate of Designation of Registered Office/Agent.
4. Original Certificate of Existence from the State of Michigan.

Also enclosed is the check for the filing fees in the amount

of \$346.25 payable to the Florida Department of State.

Name	12/21/98
Availability	dcc
Document	Please call me at (248) 646-5928 if any further information
Examiner	is required.
Under	
Use of	
Verifier	Very truly yours,
Acknowledgement	Gary J. Abraham
W. P. Verifier	DCC

m98000001599

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98 DEC 21 PM 1:40
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. MAD WOODCHUCK ENTERTAINMENT, 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. MICHIGAN
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3437671
(FEI number, if applicable)
4. October 29, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6572 Lagoon Ave.
Windermere, FL 34786
(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:
JEFFREY J. ABRAHAM	MGRM		
6572 Lagoon Ave.			
Windermere, FL 34786			

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.)

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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:

MAD WOODCHUCK ENTERTAINMENT, LLC

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

JEFFREY J. ABRAHAM

(Name)

6572 LAGOON AVE.

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

WINDERMERE,

FL 34786

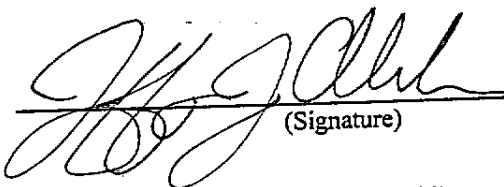
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

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

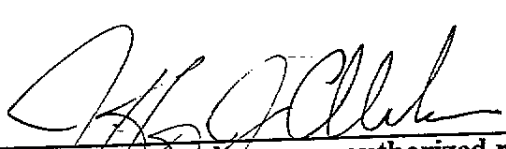
The undersigned member or authorized representative of a member of _____
MAD WWODCHUCK ENTERTAINMENT, LLC _____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 500.00;

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 \$ 500.00;
(This total includes amounts from 2 and 3 above.)



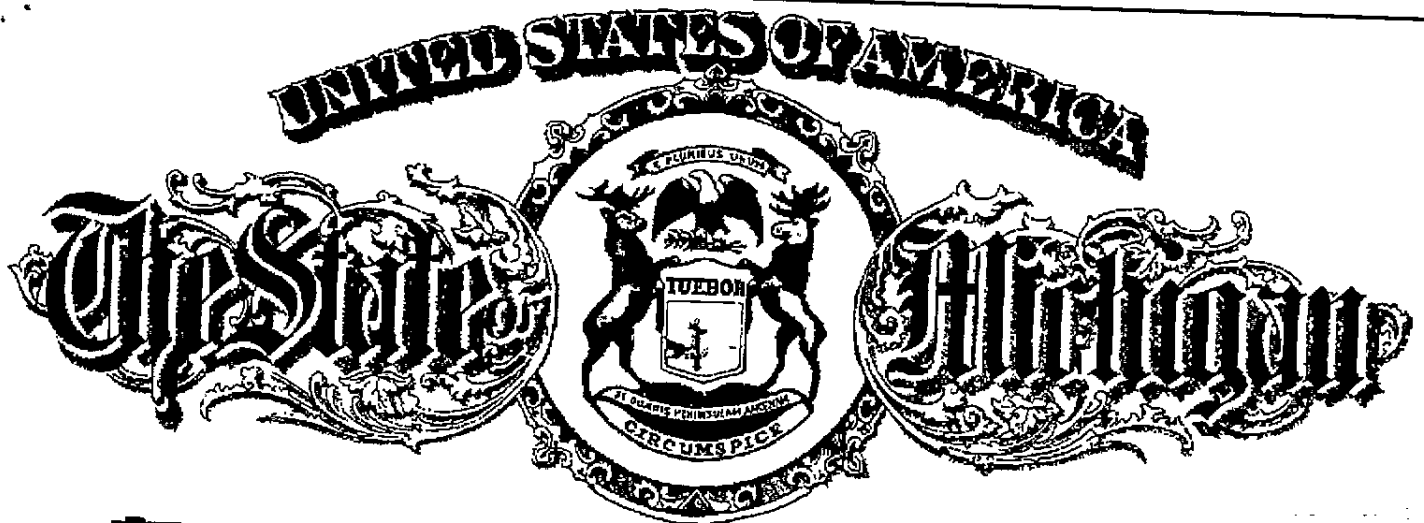
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

JEFFREY J. ABRAHAM, MEMBER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SEALING STATE
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MAD WOODCHUCK ENTERTAINMENT, LLC

a Michigan limited liability company, filed Articles of Organization in this office on October 29, 1998.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

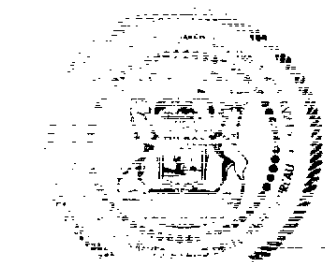
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 13th day of November, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



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