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BUTKOVICH, SCHIMPF, SCHIMPF & GINOCCHIO

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December 11, 1998

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-12/21/98-01125-011
****285.00 ****285.00

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

Re: Willow Lake Enterprises L.C.

Gentlemen:

We are enclosing herewith the following documents to register Willow Lake Enterprises L.C. as a Foreign Limited Liability Company to transact business in Florida:

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, including Exhibit A.
3. Certificate of Designation of Registered Agent.
4. Certificate of Good Standing issued by the Ohio Secretary of State dated December 7, 1998.

Name	12/29/98
Availability	dec
Document	5. Check in the amount of \$285.00 payable to the Florida Department of State for the \$250.00 filing fee and the \$35.00 fee for designation of registered agent.
Examiner	DCC
Updater	Duplicate copies of these documents are enclosed and we would appreciate it if you would please return date-stamped copies of the forms together with your letter of acknowledgement. A business reply envelope is enclosed for your convenience in returning these documents to our office.
Updater	
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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7 pages

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. Willow Lake Enterprises L.C. Wa. 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. 31-1591735
(FEI number, if applicable)
4. March 12, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. November 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1582 Muskegon Drive
Cincinnati, Ohio 45255
(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:
Joseph R. Ryan 1582 Muskegon Drive Cincinnati, OH 45255	MGRM	Julie Ann Ryan 1582 Muskegon Drive Cincinnati, OH 45255	MGRM
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

FILED
DEC 21 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

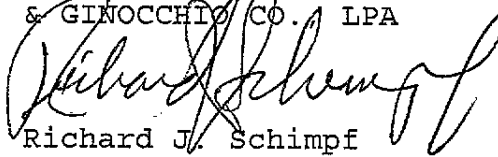
December 11, 1998

Page 2

Thank you for your co-operation and courtesy in regard to this request.

Cordially Yours,

BUTKOVICH, SCHIMPF, SCHIMPF
& GINOCCHIO CO., LPA

A handwritten signature in cursive script, appearing to read "Richard J. Schimpf", is written over the typed name.

Richard J. Schimpf

RJS:lk

enclosure

cc: Willow Lake Enterprises L.C.

FABUSLAWWILL1211.LK1

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

The undersigned member or authorized representative of a member of _____

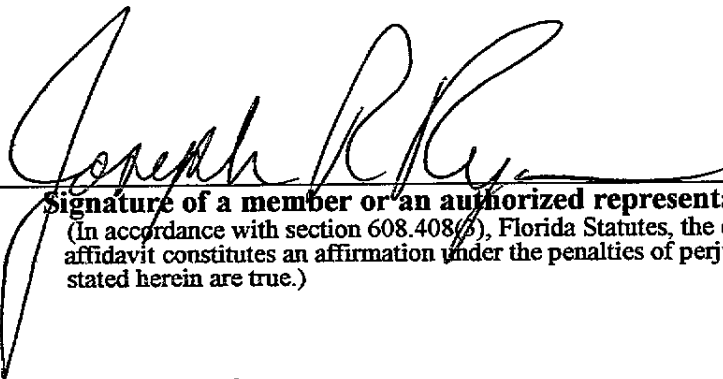
Willow Lake Enterprises L.C. certifies:

1) the above named limited liability company has at least two members;

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 \$ 11,000.00;
(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 \$ 11,000
(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.)

Joseph R. Ryan

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 AFFIDAVIT OF MEMBERSHIP
IN CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The Members each contributed a fifty (50%) percent interest in the following real estate:

CONDOMINIUM UNIT 104, IN BUILDING 1, OF RUBY AT SUNSTONE ON THE FAIRWAYS, A CONDOMINIUM, ACCORDING TO THE DECLARATION OF CONDOMINIUM THEREOF RECORDED IN OFFICIAL RECORDS BOOK 2061, PAGE 1551, OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA: TOGETHER WITH ANY AND ALL AMENDMENTS THERETO, AS FROM TIME TO TIME MAY BE FILED OF RECORD, OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA: TOGETHER WITH AN UNDIVIDED SHARE OR INTEREST IN THE COMMON ELEMENTS APPURTENT THERETO.

SUBJECT TO restrictions, reservations, limitations, and easements of record and taxes for the year 1998 and subsequent years.

Tax Folio No.: 71724000085

The cost of the condominium was One Hundred Nine Thousand Nine Hundred (\$109,900.00) Dollars and the parties have obtained a Mortgage Loan in the amount of Ninety-Eight Thousand Nine Hundred (\$98,900.00) Dollars from Crestar Mortgage Corporation.

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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:

Willow Lake Enterprises L.C.

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

Ms. Deborah Dieckhaus

(Name)

9035 Michael Circle

Unit 1

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

Naples

FL

34113

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.

Deborah Dieckhaus
(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 WILLOW LAKE ENTERPRISES LTD., an Ohio Limited Liability Company, Registration No. LL9388, was organized within the State of Ohio March 12, 1998 and is currently in FULL FORCE AND EFFECT upon the records of this office.

DEC 21 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WITNESS my hand and official
seal at Columbus, Ohio on
December 7, 1998

Bob Taft

Bob Taft
Secretary of State

