

m99000000091

**Sanders &
McDermott** P.L.L.C.
ATTORNEYS AT LAW

November 18, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Net Advantage, L.L.C.

Dear Sir or Madam:

I enclose the following:

1. Application by Foreign Limited Liability Company for Authorization Transact Business in Florida and Affidavit of Membership and Contributions of Foreign Limited Liability Company;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Existence from the State of New Hampshire;
4. Check No. 1071 in the amount of \$285.

Please provide me with a letter of acknowledgment when this limited liability company is filed.

Very truly yours,

SANDERS & McDERMOTT, P.L.L.C.

Davena P. Goldstein
Davena P. Goldstein
Paralegal

Name	<i>W. P. Verifier</i>
Document Examiner	<i>enclosures</i>
Updater cc:	Sandy Martin, CPA
Updater Verifier	DCC
Acknowledgement	DCC

W. P. Verifier
234 Lafayette Road • P.O. Box 5070
Hampton NH 03843-5070
603 926-8926 • FAX 603 926-0564
email: info@samlaw.com

CAPITAL OFFICE
at 95 N. State Street
Concord NH
603 226-0033

WATERVILLE VALLEY OFFICE
Town Square • P.O. Box 439
Waterville Valley NH 03215-0439
603 236-8062 • FAX 603 236-8059

Wilfred L. Sanders, Jr.
John V. Daly
Lawrence M. Edelman
Mark E. Beliveau
M. Elaine Beauchesne
Michael B. King
Edwinna C. Vanderzanden
Martin F. Smith, Jr.
Patricia M. Weathersby

OF COUNSEL

Edward J. McDermott
Marilyn Lyng O'Connell
Frederick S. Seidenberg

000002694150--0
-11/23/98--01122--014
*****285.00 *****285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 10:19

000002694150--0
-01/25/99--01079--003
*****8.75 *****8.75

C. TAX
FILING
R. AGENT FEE
C. OFFICE
TAX
N. LAKE
BALANCE DUE
REFUND

w980000026932

writer's direct email: dgoldstein@samlaw.com

**Sanders &
McDermott** P.L.L.C.
ATTORNEYS AT LAW

January 19, 1999

Department of State
Division of Corporations
Att: Diane Cushing
PO Box 6327
Tallahassee, FL 32314

RE: Net Advantage, L.L.C.
Letter #998A00057095

Wilfred L. Sanders, Jr.
John V. Daly
Lawrence M. Edelman
Mark E. Beliveau
M. Elaine Beauchesne
Michael B. King
Edwinna C. Vanderzanden
Martin F. Smith, Jr.
Patricia M. Weathersby

OF COUNSEL
Edward J. McDermott
Marilyn Lyng O'Connell
Frederick S. Seidenberg

Dear Ms. Cushing:

I enclose the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Affidavit of Membership and Contributions of Foreign Limited Liability Company;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Existence from the State of New Hampshire;
4. Copy of your letter #998A00057095;
5. Resolution of Manager adopting the name Burnett's Net Advantage, LLC;
6. Check No. 1105 in the amount of \$8.75 for a Certificate of Status.

Please provide me with a Certificate of Status when this limited liability company is filed.

Thank you for your assistance in this matter.

Very truly yours,

SANDERS & McDERMOTT, P.L.L.C.



Davena P. Goldstein
Paralegal

enclosures

cc: Sandy Martin, CPA

234 Lafayette Road • P.O. Box 5070
Hampton NH 03843-5070
603 926-8926 • FAX 603 926-0564
email: info@samlaw.com

CAPITAL OFFICE
at 95 N. State Street
Concord NH
603 226-0033

WATERVILLE VALLEY OFFICE
Town Square • P.O. Box 439
Waterville Valley NH 03215-0439
603 236-8062 • FAX 603 236-8059



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1998

DAVENA P. GOLDSTEIN
SANDERS & MCDERMOTT, P.L.L.C.
P.O. BOX 5070
HAMPTON, NH 03843-5070

SUBJECT: NET ADVANTAGE, L.L.C.
Ref. Number: W98000026932

We have received your document for NET ADVANTAGE, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 998A00057095

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Howard F. Burnett, Manager,
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Net Advantage, L.L.C.

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of
New Hampshire, was duly adopted on January 4, 1999

Be it resolved, that Net Advantage, L.L.C.
(Name of Limited Liability Company)

organized and existing in the state of New Hampshire, hereby adopts the

name of BURNETT'S NET ADVANTAGE LLC for use in Florida.

BURNETT'S NET ADVANTAGE, LLC

Dated: 1/4/99

Howard F. Burnett
Signature of a Member or an Authorized Representative of a Member
Howard F. Burnett, Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 26 AM 10:19

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. Net Advantage, 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. New Hampshire
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 02-0501211
(FEI number, if applicable)
4. June 16, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1288 Fruitland Avenue
Marco Island, FL 34145
(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>Howard F. Burnett</u>	<u>MGR</u>	<u></u>	<u></u>
<u>1288 Fruitland Avenue</u>		<u></u>	
<u>Marco Island, FL 34145</u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 10:19

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

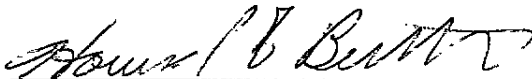
The undersigned member or authorized representative of a member of _____
_____ Net Advantage, L.L.C. certifies: _____

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 _____ \$ _____
(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 _____ \$ _____
(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.)

Howard F. Burnett

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 26 AM 10:19

**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:

Net Advantage, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation,

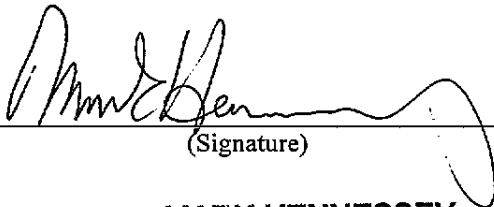
FL

33324

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 10:19

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)

MARK HENNESSEY
ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that NET ADVANTAGE, L.L.C. is a New Hampshire limited liability company formed on June 16, 1998. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that a certificate of cancellation has not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 26 AM 10:19

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 13th day of November, A.D. 1998



William M. Gardner
Secretary of State

