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March 16, 1999

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

Re: Registration of foreign limited liability company
BTN ENGINEERING & DESIGN, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 18 AM 8:37

Gentlemen:

cm

In accordance with your letter of instructions, enclosed are the following original documents for registration of foreign limited liability company to transact business in Florida:

1. Application;
2. Affidavit of Membership;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Certificate from the state of Colorado verifying the LLC in that state; and
5. Check in the amount of \$293.75 to cover the costs of filing fees, designation of registered agent, and a Certificate of Status.

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-03/18/99--01031--001
****293.75 ****293.75

Thank you for your prompt response to this request.

Very truly yours,

Stephen K. Boone

Stephen K. Boone.

mks
enclosures

f:\corp\BTNlt
L65-6814

Marilyn Sexton GAVE
AUTHORIZATION TO ONE TO
CORRECT Titles
DATE 3-24-99
DOC. EXAM. C. Mitchell

**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. BTN ENGINEERING & DESIGN, 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. COLORADO 3. 84-1357429
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10-01-96 5. 50
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 03-01-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 312 East Venice Avenue, Suite 210
Venice, Florida 34292
(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>Dale F. Lutz, ^{MGRM} President</u> <u>1973 White Feather Lane</u> <u>Nokomis, FL 34275</u>			
<u>Karen A. Lutz, ^{MGRM} V. Pres/Bus. Mgr.</u> <u>1973 White Feather Lane</u> <u>Nokomis, FL 34275</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.)

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

The undersigned member or authorized representative of a member of BTN ENGINEERING
& DESIGN, LLC certifies:

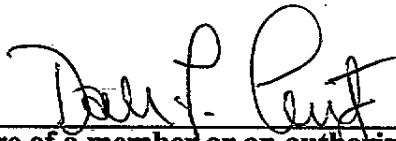
- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and
- 4) the 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.)

\$75,000.00:

\$

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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.)

Dale F. Lutz

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

BTN ENGINEERING & DESIGN, LLC

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

DALE F. LUTZ

(Name)

312 East Venice Avenue, Suite 210

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

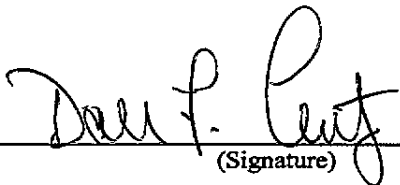
Venice

FL

34292

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

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

BTN ENGINEERING & DESIGN, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19961119075 WAS FILED IN THIS OFFICE ON September 11, 1996
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: January 27, 1999

Victoria Buckley

SECRETARY OF STATE

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DIVISION OF CORPORATIONS
99 MAR 18
AM 8:37