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ACCOUNT NO. : 072100000032

REFERENCE : 203125 4376681

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pigot*

ORDER DATE : April 13, 1999

ORDER TIME : 2:08 PM

ORDER NO. : 203125-010

CUSTOMER NO: 4376681

CUSTOMER: Barbara A. Box, Legal Asst  
Kelly Hart & Hallman  
201 Main Street  
Suite 2500  
Fort Worth, TX 76102

FILED  
99 APR 13 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

800002838388-5

NAME: GIOIA PUBLISHING, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/14/99
Availability	XX <i>CSC</i>
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Updater	DCC
Verifyer	0
Acknowledgement	DCC
W. P. Verifyer	DCC

CONTACT PERSON: Janna Wilson

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DIVISION OF CORPORATIONS

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5 pages

**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. Gioia Publishing, 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. Please note "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 29, 1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.502, 608.502 and 817.155, F.S.))
7. 888 East Las Olas Boulevard  
Ft. Lauderdale, Florida 33301  
(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>Gioia Bruno</u>	<u>MGRM</u>	_____	_____
<u>888 East Las Olas Boulevard</u>		_____	_____
<u>Ft. Lauderdale, FL 33301</u>		_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Gioia Publishing, L.L.C.

\_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s)  
\$ None. A description of the property is attached and made a part hereto
- 4) the total amount of cash or property anticipated to be contributed by member(s)  
\$ 1,000.00. This total includes amounts from 2 and 3 above.

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TALLAHASSEE, FLORIDA

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\_\_\_\_\_  
Signature of a member or 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.)

**Filing Fee: \$52.50 for 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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Gioia Publishing, L.L.C.

2. The name and address of the registered agent and office is:

Gioia Bruno

(Name)

888 East Las Olas Boulevard

(P. O. Box not acceptable)

Ft. Lauderdale, Florida 33301

(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.*

By: \_\_\_\_\_

(Signature)

\_\_\_\_\_  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIOIA PUBLISHING, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MARCH, A.D. 1999.

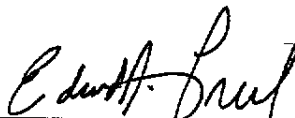
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED

99 APR 13 PM 4:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9659379

DATE: 03-30-99