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April 7, 1999

VIA FEDERAL EXPRESS (850/487-6051)

Registration Section  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: F.A.I. Red Willow, LLC;  
Our File No. 20056-009

100002835001--4  
-04/09/99--01067--003  
\*\*\*\*293.75 \*\*\*\*293.75

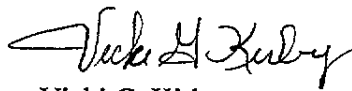
Dear Madam or Sir:

Enclosed are duplicate originals of an executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida which we are submitting on behalf of F.A.I. Red Willow, LLC, a North Carolina limited liability company (the "Company"). Attached to the Application are duplicate originals of an executed Certificate of Designation of Registered Agent/Registered Office, together with a Certificate of Existence issued for the Company by the Secretary of State of North Carolina. Also enclosed is our Firm's check payable to Florida Department of State in the amount of \$293.75 for the fees for filing the Application (\$250) and Designation of Registered Agent (\$35), and a Certificate of Status (\$8.75).

Please file one original Application and return the other original, file stamped by your office, with a Certificate of Status for the Company to me by Federal Express overnight delivery. I have enclosed a pre-addressed FedEx label and envelope for your use.

If you have any questions or need any additional information, please call me collect.

Very truly yours,

  
Vicki G. Kirby  
Paralegal for the Firm

VGK/  
Enclosures  
cc: Peter McLean, III, Esquire (w/o enclosures)

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**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. F.A.I. Red Willow, LLC  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. North Carolina 3. Applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 31, 1999 5. December 31, 2049  
(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 608.501, 608.502 and 817.155, F.S.))
7. c/o Cursor Corporation, 130 Bloor Street, West, Suite 1200  
Toronto, Ontario, Canada M5S 1N5  
(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>Cursor Corporation</u>	<u>MgrM</u>	_____	_____
<u>130 Bloor St., West</u>		_____	
<u>Suite 1200</u>		_____	
<u>Toronto, Ontario</u>		_____	
<u>Canada M5S 1N5</u>		_____	
_____	_____	_____	_____
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_____	_____	_____	_____
_____	_____	_____	_____

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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.)

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

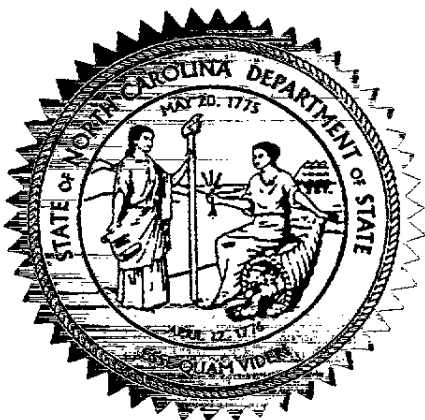
## CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

F.A.I. RED WILLOW, LLC

*is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 31st day of March, 1999, with a period of duration ending DEC 2049.*

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.



*IN WITNESS WHEREOF*, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of April, 1999.

*Elaine F. Marshall*

Secretary of State

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

The undersigned member or authorized representative of a member of F.A.I. Red Willow, 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

\$ 100.00 ;

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

\$ N/A ;

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is

\$ 100.00 .

(This total includes amounts from 2 and 3 above.)

CURSOR CORPORATION, Managing Member

by: \_\_\_\_\_

*Fedor J. Frastacky*  
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.)

Fedor J. Frastacky, President of Cursor Corporation

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:

F.A.I. Red Willow, LLC

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

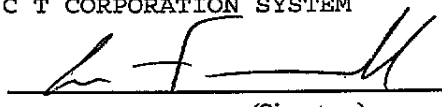
Florida street address (P.O. Box **NOT** ACCEPTABLE )

Plantation FL 33324

(City/State/Zip)

*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.*

C T CORPORATION SYSTEM

  
(Signature)

**ALLAN FARNELL**  
**'ASSISTANT SECRETARY'**

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