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PROFESSIONAL EXCHANGE ACCOMMODATORS, L.L.C.

8101 EAST PRENTICE AVENUE, SUITE 605 • ENGLEWOOD, COLORADO 80111
303-773-6888 • 1-800-895-3520 • FAX 303-796-7848
<http://www.exchangeepas.com>

April 16, 1999

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

Re: Professional Exchange Accommodators, LLC

Dear Sir or Madam:

Enclosed are the documents necessary to register the above foreign limited liability company to transact business in Florida. Also enclosed is a Certificate of Good Standing issued today by the State of Colorado, along with a check for \$285.00 representing the necessary filing fees.

If you have any questions concerning these documents, please feel free to contact me at the above address or phone number.

Sincerely,


Gary R. Gorman
Manager

CC: Jimmie Chew

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DIVISION OF CORPORATIONS
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FEDERATION OF EXCHANGE ACCOMMODATORS

**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. PROFESSIONAL EXCHANGE ACCOMMODATORS 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. COLORADO
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1294453
(FEI number, if applicable)
4. 1/11/95
(Date of Organization)
5. 30 yrs. (1/11/2025)
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MAY 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8101 E. PRENTICE AVE., Suite 605
ENGLEWOOD, CO 80111
(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:

GARY R. GORMAN MGR.
8101 E. PRENTICE AVE., #605
ENGLEWOOD, CO 80111

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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 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

PROFESSIONAL EXCHANGE ACCOMMODATORS, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19951003996 WAS FILED IN THIS OFFICE ON January 11, 1995
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: April 16, 1999

Victoria Buckley

SECRETARY OF STATE

**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:

Professional Exchange Accommodators, LLC

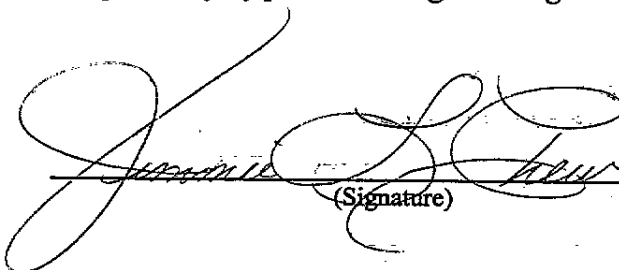
2. The name and the Florida street address of the registered agent and office are:

Liamie L. Chew
(Name)

3001 N. Rocky Point Dr. East, Suite 200
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa, FL 33607
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

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

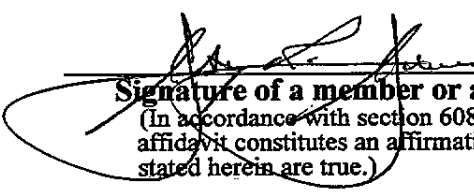
The undersigned member or authorized representative of a member of Professional
Exchange Accommodators, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 10,000.00;

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

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000.00.
(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.)

GARY R. GORMAN

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit