

199 000000725

BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

50 S. Main Street P.O. Box 1500 Akron, Ohio 44309-1500
330.376.5300 Fax 330.258.6559 www.bdblaw.com

Grant M. Yoakum
Direct Dial: 330-258-6431
Direct Fax: 330-252-5431
E-Mail: GYoakum@bdblaw.com

Akron
Belden Village
Canton
Cleveland
Columbus
Boca Raton
Naples

May 7, 1999

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

Re: Berlin Limited Partnership/Berlin, LLC - Florida
Ref No. W99000006163

600002870206--0
-05/10/99--01142--017
****285.00 ****285.00

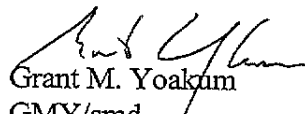
Dear Sir/Madam:

Per your office's March 15, 1999 letter (copy enclosed), I am enclosing an original and one copy each of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, and Certificate of Designation of Registered Agent/Registered Office prepared on behalf of Berlin Limited Partnership/Berlin, LLC along with an original Ohio Certificate of Good Standing for Berlin, LLC. A check in the amount of \$285 is enclosed to cover the filing fee for these documents. Please file the Application, Affidavit and Certificate of Designation and return a time-stamped copy of each to me in the enclosed self-addressed stamped envelope.

Once the above documents have been filed, then file the original and one copy of the Certificate of Amendment to Application for Registration of Berlin Limited Partnership. Our check in the amount of \$52.50 is also enclosed. Also, please return a time-stamped copy of the Certificate of Amendment to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions or require additional information, please feel free to contact me. Thank you.

Very truly yours,


Grant M. Yoakum
GMY/smd
encls.

cc: Dave Reusser (w/encls.)
«AK3:281292_1 / 30417-0002»

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 1:51

**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. Berlin, 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. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)
4. 1-8-99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-8-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 300 N. Cleveland-Massillon Rd., Suite 200
Akron, OH 44333-2484
(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:
James Berlin 300 N. Cleveland-Massillon Rd. Akron, OH 44333-2484	MGRM		
Madeline Berlin 300 N. Cleveland-Massillon Rd. Akron, OH 44333-2484	MGRM		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 1:51

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.)

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show BERLIN, LLC, an Ohio Limited Liability Company, Registration No. 1056555, registered in this office on January 28, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
March 23, 1999

J. Kenneth Blackwell

J. Kenneth Blackwell
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:

Berlin, LLC

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

CT. Corporation System

(Name)

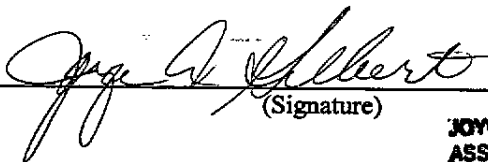
1200 South Pine Island Road

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

Plantation, FL 30324

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)


**JOYCE A. GILBERT
ASSISTANT SECRETARY**

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 _____
Berlin, 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 _____ \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is _____ \$ 5,000,000;
(A description of the property is attached and made a part hereto.)
and ⁿ commercial real estate _____
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is _____ \$ 5,000,000.
(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.)

James Berlin, Managing Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit