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May 25, 1999

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS

FILED
JUN 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Sun Run Limited Company

Dear Sir/Madam:

Enclosed please find the following documents in regard to the filing of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Sun Run Limited Company, an Ohio limited liability company:

1. Application;
2. Certificate of Designation of Registered Agent;
3. A check in the amount of \$293.75 representing the amount for the application filing fee (\$250.00), the Certificate of Designation of Registered Agent filing fee (\$35.00) and a Certificate of Status Fee (\$8.75); and
4. Certificate of Full Force and Effect issued by the Ohio Secretary of State on May 24, 1999.

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-05/26/99--01086--003
***293.75 ***293.75

Please file the enclosed documents with your office and return a file-stamped copy to my attention, as well as a Certificate of Status, all in the enclosed Federal Express package. Please feel free to contact me at (513) 639-3945, if you have any questions regarding this request.

Sincerely,

Donna C. Anderson
Paralegal

Enclosures

cc: Mr. Gregg A. Fusaro
Mr. Herbert B. Weiss

6-11-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 2, 1999

DONNA C. ANDERSON
KEATING, MUETHING & KLEKAMP, P.L.L.
1400 PROVIDENT TOWER ONE E 4TH ST
CINCINNATI, OH 45202

SUBJECT: SUN RUN LIMITED COMPANY
Ref. Number: W99000012738

We have received your document for SUN RUN LIMITED COMPANY and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's date of incorporation/organization must be listed in the document.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00029902

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99 JUN 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Sun Run Limited Company

(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. 31-1632569
(FEI number, if applicable)

4. May 12, 1999
(Date of Organization)

5. Perpetual
(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. 1124 Goodlette Road, Naples, Florida 34102

(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:

Gregg A. Fusaro

MGRM

629 Balbriggan Court
Cincinnati, Ohio 45255

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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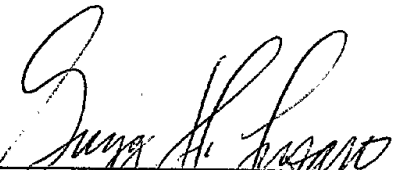
FILED

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 _____
Sun Run Limited Company _____ 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 \$ -0-;
(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 \$ 100.00.
(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.)

Gregg A. Fusaro

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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99 JUN 11 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Sun Run Limited Company

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

William Pfeuffer

~~Bryzysky & Pfeuffer~~ (Name)
1124 Goodlette Road
Naples, Florida 34102

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

FL

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.



William Pfeuffer

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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99 JUN 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SUN RUN LIMITED COMPANY, an Ohio Limited Liability Company, was registered to transact business in Ohio on May 11, 1999, and said registration is currently in **FULL FORCE AND EFFECT** upon the records of this office.*



WITNESS my hand and official
seal at Columbus, Ohio on
May 24, 1999



J. Kenneth Blackwell
Secretary of State