

Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

Chavez Holdings, L.L.C.

Name	MJH
Availability	
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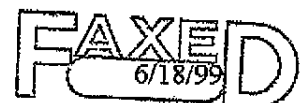
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 18, 1999

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

SUBJECT: CHAVEZ HOLDINGS OF SOUTH FLORIDA
REF: W99000014282

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The Alternate name have an appropriate suffix Limited Liability Company suffix, LC, LLC, L.C., L.L.C., Limited Company or Limited Liability Company, please add one of these suffixes and return.,

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

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Michelle Hodges
Document Specialist

FAX Aud. #: E99000014830
Letter Number: 199A00032792

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CHAVEZ HOLDINGS, LLC

ACTION OF THE MEMBERS

The undersigned, being the Members of CHAVEZ HOLDINGS, LLC, a Georgia limited liability company, (the "Company") hereby certify that this Action of the Members of the Company, a company duly organized and existing under the laws of the State of Georgia, was duly adopted on June 17, 1999.

Be it resolved, that the Company, organized and existing in the State of Georgia, hereby adopts the name CHAVEZ HOLDINGS OF SOUTH FLORIDA, LLC for use in Florida.

Dated as of June 17, 1999.

MEMBERS:

Manuel Chavez
Manuel Chavez

Robert Chavez
Robert Chavez

Martin Chavez
Martin Chavez

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Prepared by: Thomas O. Katz, Esq.
FL Bar #355836
Ruden McClosky, Et al.
P.O. Box 1900
Ft. Lauderdale, FL, 33301
(954) 764-6660

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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. Chavez Holdings, 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. Georgia (Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-1609429 (FEI number, if applicable)
4. 07/30/98 (Date of Organization)
5. 07/30/2050 (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 250 West Court Street, #200E Cincinnati, Ohio 45202 (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)

Table with 4 columns: NAME & ADDRESS, TITLE, NAME & ADDRESS, TITLE. Contains entries for Manuel Chavez, Robert Chavez, and Martin Chavez, all with title MGRM and address 250 W. Court St., #200E Cincinnati, OH 45202.

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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.)

Prepared by: Thomas G. Katz, Esq. FL Bar #355836 Ruden McClosky, Et al. P.O. Box 1909 Ft. Lauderdale, FL 33301 (954) 764-6666

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499-148306

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91680527
CONTROL NUMBER : K828703
DATE INC/AUTH/FILED: 07/30/1998
JURISDICTION : GEORGIA
PRINT DATE : 06/17/1999
FORM NUMBER : 211

PARANET CORPORATION SERVICES, INC.
VICKI JACKSON
3761 VENTURE DR., STE. 260
DULUTH, GA 30096

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CHAVEZ HOLDINGS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State

499-148306

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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:

Chavez Holdings, LLC

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

CT Corporation Systems

(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.

Barbara A. Burke

(Signature)

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent

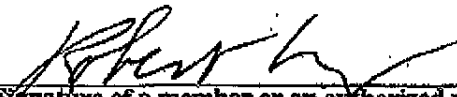
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
Chavez Holdings, 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
- 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.)

ROBERT CHAVEZ, MANAGING MEMBER

 Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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