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July 6, 1999

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-07/07/99-01044-025
****346.25 ****346.25

VIA HAND DELIVERY

Secretary of State
Gaines Street
Tallahassee, FL

Re: **Filing Documents**

Dear Clerk:

Enclosed for filing are the following documents together with a check in the amount of \$346.25:

1. Applications by Foreign limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavits of Membership and Contributions of Foreign Limited Liability Company;
3. Certificates of Designation of Registered Agent/Registered office; and
4. Original Certificate of Existence for Phytopede, LLC from the State of Delaware.

Name of an extra copy of these filings is enclosed on which we request that you stamp the "date filed" and return to us.

Document
Examiner

Please call when the documents are ready. Thank you for your assistance.

Updater

DCC

Updater
Verifier

DCC

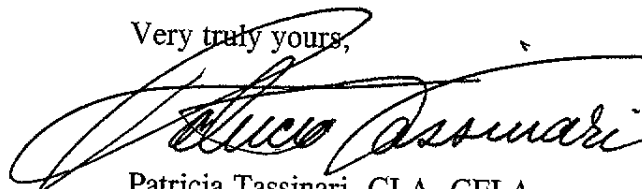
Acknowledgement

DCC

W. P. Verifier

DCC

Very truly yours,



Patricia Tassinari, CLA, CFLA
Litigation Paralegal

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Call when Ready - 222-6100

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. Phytopede, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. January 14, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 14, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 North Tamiami Trail, Suite 802
Sarasota, FL 34236
(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>Marc M. Paquin</u>	<u>MGRM</u>	<u>[Signature]</u>	<u>President</u>
<u>2 North Tamiami Trail</u>			
<u>Sarasota, FL 34236</u>			
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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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.)

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

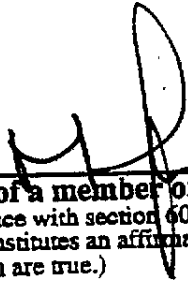
The undersigned member or authorized representative of a member of Phytopede, LLC
_____ certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 200,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(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 \$ 300,000.
(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.)

Marc M. Paquin

Typed or printed name of signer

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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:

Phytopede, LLC

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

Marc M. Paquin

(Name)

2 North Tamiami Trail, Suite 802

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

Sarasota,

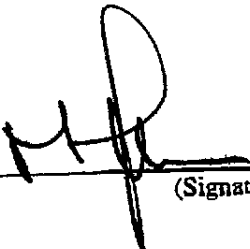
FL

34236

City/State/Zip

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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)

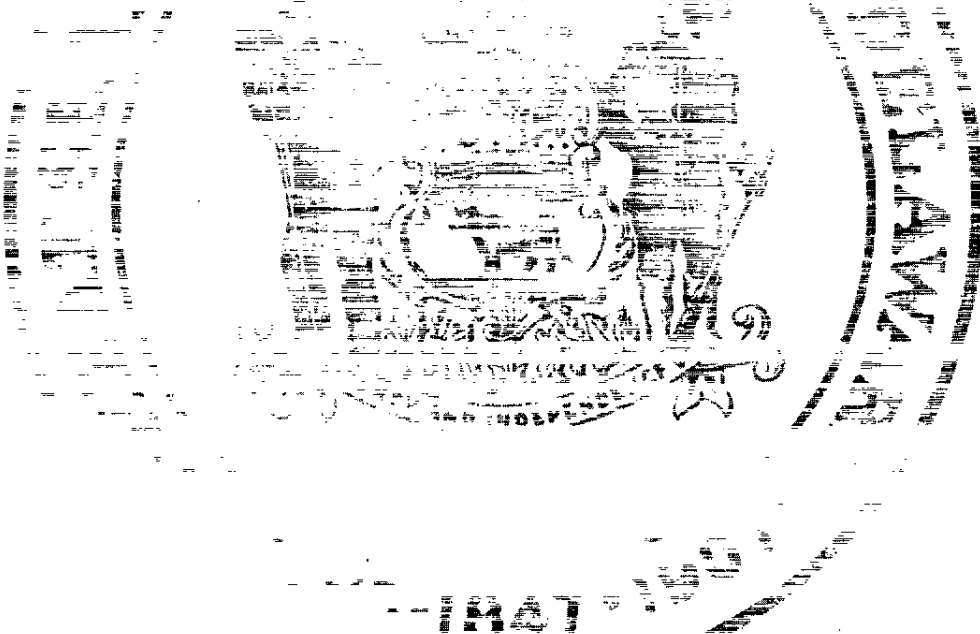
Filing Fee: \$ 35 for Designation of Registered Agent

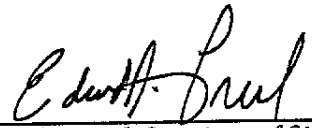
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYTOPEDE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

2993034 8300

AUTHENTICATION:

9759665

991203779

DATE:

05-21-99