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August 24, 1999

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100002969631--6

-08/25/99--01056--003

****293.75 ****293.75

Re: Beyond Help, LLC, a New York LLC
Registration of Foreign Limited Liability Company

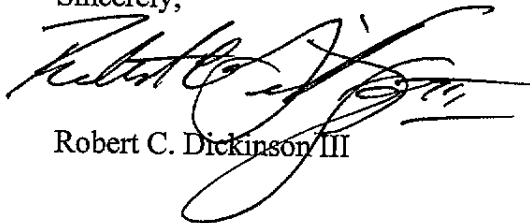
Dear Sir or Madam:

Enclosed herewith you will find the following documents:

1. Application by Foreign Limited Liability Company for authorization to transact business in Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. Certificate of Designation of Registered Agent/Registered Office.
4. State of New York, Department of State: Certificate of Good Standing.
5. Check in the amount of \$293.75 covering the filing fee for the Application and Affidavit, Designation of Registered Agent and Certificate of Status. Please forward the Certificate of Status to me at the above address.

Should you have any questions please do not return this information to my office but instead call me (collect, if necessary) so that any problems might be resolved over the phone.

Sincerely,



Robert C. Dickinson III

RCD/hyb

Enclosures

cc: S. Pruitt

A:\SEC-STAT.LTR

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**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Beyond Help, 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. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 14-1785430
(FEI number, if applicable)
4. 9/6/95
(Date of Organization)
5. 12/31/2045
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 8/9/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 24 Woodside Ave., Albany, NY 12205
(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:

Stephen Pruitt

MGRM

24 Woodside Ave.

Albany, NY 12205


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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 Beyond Help, 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;
- 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.
(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.)

Stephen Pruitt

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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:

Beyond Help, LLC, a New York Limited Liability Company

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

Robert C. Dickinson III
(Name)

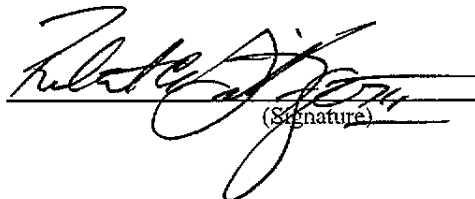
31640 U.S. Hwy 19 N., Suite 4

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

Palm Harbor, FL 34684
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)

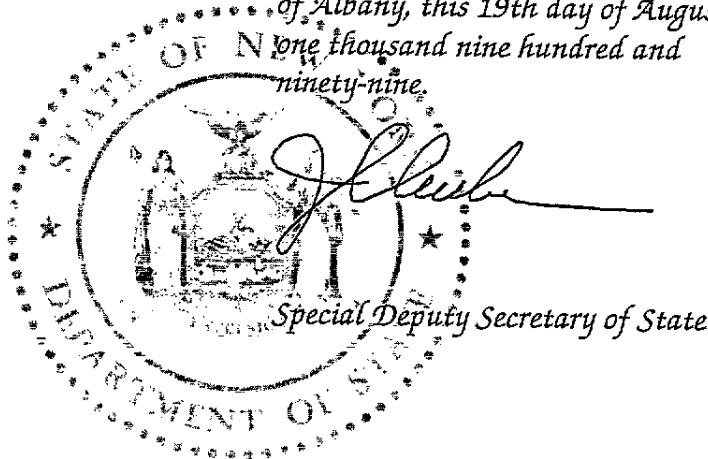
Filing Fee: \$ 35 for Designation of Registered Agent

State of New York } **ss:**
Department of State

I hereby certify, that BEYOND HELP, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 09/06/1995, and that the limited liability company is subsisting so far as shown by the records of the Department.

The limited liability company has not filed proofs of publication under section 206 of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of August
one thousand nine hundred and
ninety-nine.



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