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 Ronald S. Przekin
 Roger J. Makley
 Jonas J. Gruenberg
 Merle F. Wilberding
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 Lowell T. Woods, Jr.
 David E. Weisblatt
 Jeffrey D. Snyder
 Beth A. Buchanan
 Dina M. Cary
 Shannon L. Costello
 Gregory M. Ewers

J. Bradford Coolidge
 1888-1965

 Retired
 Hugh E. Wall, Jr.

**COOLIDGE
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September 8, 1999

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

700002982537-6
 -09/09/99-01063-002
 ****293.75 ****293.75

M99000001495

Dear Sir/Madam:

Enclosed are the following for filing with your office:

1. Original and 1 copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Original and 1 copy of the Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. Good Standing Certificate from the State of Ohio.
4. Original and 1 copy of the Certificate of Designation of Registered Agent/Registered Office.
5. Check in the amount of \$293.75.

Upon filing, please date-stamp and return the duplicate copy and all proof of filing to attention in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to call collect at the above number.

Very truly yours,

Cara S King, RP
 Cara S. King
 PACE Registered Paralegal
 Corporate/Business Department

~~W99-21124~~

FILED
 99 SEP 20 AM 9:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Enclosures
 c: J. Stephen Herbert, Esq. (w/o enclosures)
 Kristin A. Finch, Esq. (w/o enclosures)
 G:\CL8\804500\100CSK2.LTR

Handwritten initials and date: 10/13/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 1999

CARA S. KING
COOLIDGE, WALL, WOMSLEY & LOMBARD
33 WEST FIRST STREET, SUITE 600
DAYTON, OH 45402-1289

SUBJECT: THE BRINELLI COMPANY, LLC
Ref. Number: W99000021124

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

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 699A00045236

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. THE BRINELLI COMPANY, LLC
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Ohio 3. 31-1665599
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 20, 1999 5. perpetual
 (Date of Organization) (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. 1807 Dalton Road
New Carlisle, Ohio 45344
 (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>Brian A. Wenrick</u> <u>7590 New Carlisle Rd.</u> <u>New Carlisle, OH 45344</u>	<u>MGRM</u>	<u>Nelson D. Wenrick</u> <u>1807 Dalton Dr.</u> <u>New Carlisle, OH 45344</u>	<u>MGRM</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 TALLAHASSEE, FLORIDA

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.)

**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:

THE BRINELLI COMPANY, LLC

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

Walter G. Woods
(Name)

310 SW Ocean Blvd.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Stuart FL 34994
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

Walter G. Woods

(Signature)

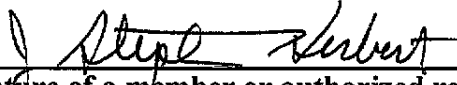
Walter G. Woods

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 _____
THE BRINELLI COMPANY, 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 \$ 280,000 ;
- 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 \$ 280,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or 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.)

J. Stephen Herbert, Authorized Representative

Typed or printed name of signee

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99 SEP 20 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

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 THE BRINELLI COMPANY, LLC, an Ohio Limited Liability Company, was organized within the State of Ohio on August 20, 1999 and is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official seal
Columbus, Ohio on
September 2, 1999

FILED
99 SEP 20 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Kenneth Blackwell
Secretary of State