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FERRIBY, HOUSTON, BELANGER  
ATTORNEYS AND COUNSELLORS  
AN ASSOCIATION OF PROFESSIONAL CORPORATIONS

CHARLES O. HOUSTON III  
ROBERT L. FERRIBY, JR.  
DAVID M. BELANGER

GEORGE T. ZEMNICKAS  
SUSAN J. ZBIKOWSKI  
JAMES H. DUFF  
BRENT M. BASSETT  
KEVIN C. BACKUS  
ROBERT B. LONG

CHARLES O. HOUSTON III, P.C.  
ROBERT L. FERRIBY, JR., P.C.  
24900 HARPER AVENUE  
ST. CLAIR SHORES, MICHIGAN 48080  
TELEPHONE (810) 447-0808  
FACSIMILE (810) 447-1033

WAYNE COUNTY OFFICE  
645 GRISWOLD STREET, SUITE 3700  
DETROIT, MICHIGAN 48226-4007  
TELEPHONE (313) 963-7500  
FACSIMILE (313) 963-8458

September 3, 1999

State of Florida  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

500002983585--2  
-09/10/99--01039--001  
\*\*\*\*\*250.00 \*\*\*\*\*250.00

Re: Fish With Me Charters, L.L.C.  
Our File: 21152-76

500002983585--2  
-09/10/99--01039--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

11mm 2.1.10X  
VV 11 10/11

Enclosed, in connection with the qualification of the above-captioned Michigan Limited Liability Company to do business in the State of Florida, please find the following:

1. Executed APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA; and an original CERTIFICATE OF FACT as to the existence of said limited liability company in the State of Michigan.
2. An original AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY, along with our check in the amount of \$250.00 representing the filing fee for the enclosed Application and Affidavit.
3. Original CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE, along with our check in the amount of \$35.00 representing the fee for the Designation of Registered Agent.

It is my understanding that upon your receipt of the enclosed, you will provide a Certificate of Authority confirming that the limited liability company is authorized to transact business in the State of Florida.

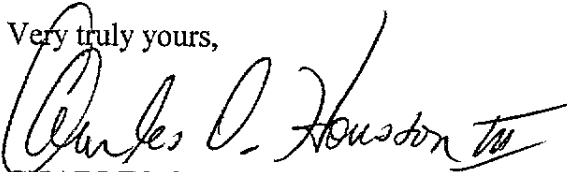
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FILED  
SEP 30 AM 10:14  
TALLAHASSEE, FLORIDA

Registration Section  
September 3, 1999  
Page 2

Thank you for your kind attention to this matter.

Very truly yours,



CHARLES O. HOUSTON III

COH/klm  
Enclosures

cc: Mr. & Mrs. Michael Miller  
William A. Vincent, Jr., C.P.A.

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99 SEP 30 AM 10:44  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 21, 1999

CHARLES O. HOUSTON III  
FERRIBY, HOUSTON & BELANGER  
24900 HARPER AVENUE  
ST CLAIR SHORES, MI 48080

SUBJECT: FISH WITH ME CHARTERS, L.L.C.  
Ref. Number: W99000021649

We have received your document for FISH WITH ME CHARTERS, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A photocopy of the certificate of existence is not acceptable.

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: 599A00046099

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99 SEP 30 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FERRIBY, HOUSTON & BELANGER**

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FACSIMILE (313) 963-8458

September 27, 1999

Shawn Logan  
**FLORIDA DEPARTMENT OF STATE**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

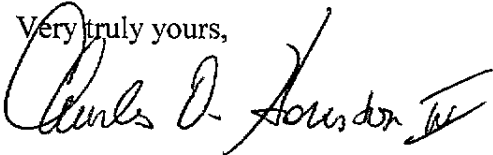
**RE: Fish With Me Charters, L.L.C.**  
**Ref. Number: W99000021649**

Dear Mr. Logan:

This will confirm your telephone conversation with my office relative to your letter of September 21, 1999. Please be advised that you were forwarded the original of the facsimile transmission of the "certificate of existence" from the State of Michigan. It is my further understanding this letter is sufficient for your needs and you will attach same to the documents to be filed.

Thank you for your kind cooperation. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



**CHARLES O. HOUSTON III**

COH/kvh/miller florida 927

Enclosure

FILED  
99 SEP 30 AM 10:14  
FLORIDA DEPARTMENT 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. FISH WITH ME CHARTERS, L.L.C.

(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. State of Michigan

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 38-3462695

(FEI number, if applicable)

4. March 17, 1999

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. May 1, 1999

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 13616 Sand Ridge

Palm Beach Gardens, FL 33418

(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:**

Tim Smith

Mgr.

13616 Sand Ridge

Palm Beach, FL 33418

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TALLAHASSEE, FLORIDA

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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 FISH WITH ME  
CHARTERS, L.L.C. 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 \$ 3,000.00;
- 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 \$ 3,000.00 \*;  
(This total includes amounts from 2 and 3 above.)

\* Amount of the property to be transferred unknown at this time.

*M.A. Miller*  
**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.)

M.A. MILLER

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

99 SEP 30 AM 10:41  
FILED  
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:

FISH WITH ME CHARTERS, L.L.C.

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

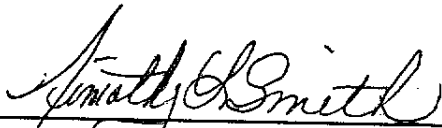
TIM SMITH 40 CAPT. BUD'S CHARTERS  
(Name)

13616 SAND RIDGE

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

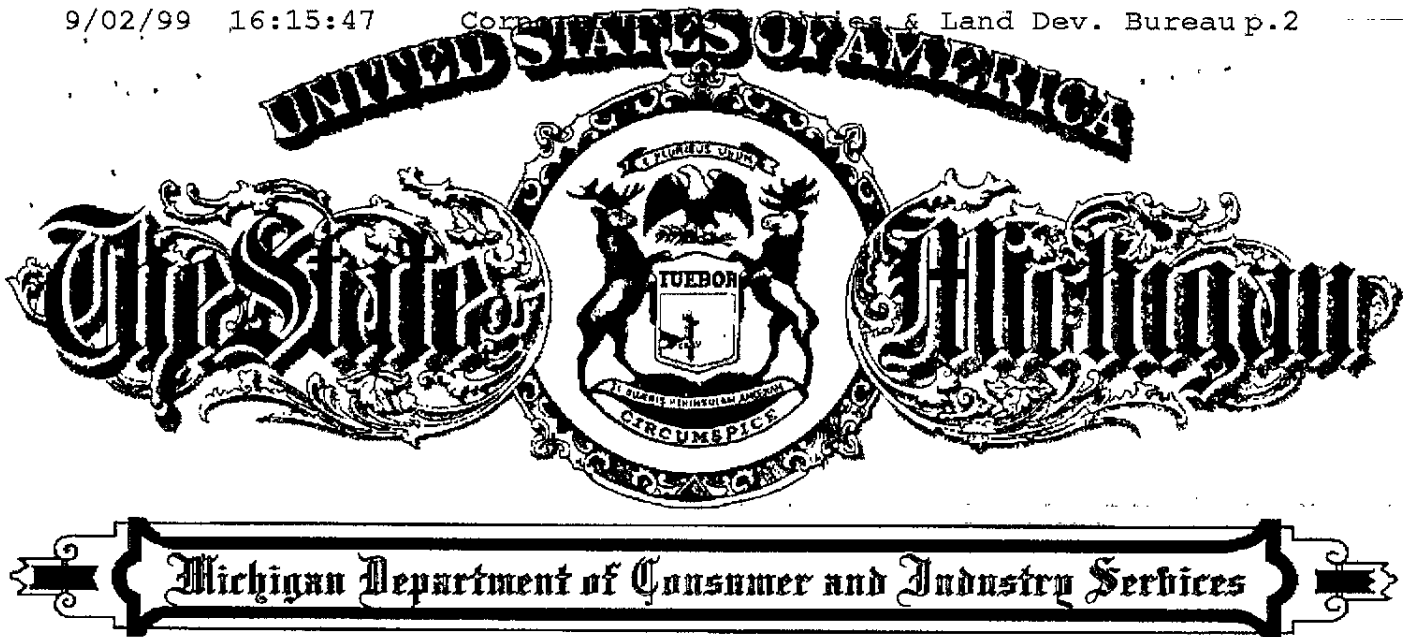
PALM BEACH GARDENS, FL 33418  
City/State/Zip

*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.*

  
(Signature)  
TIM SMITH

99 SEP 30 AM 10:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$ 35 for Designation of Registered Agent**



Lansing, Michigan

*This is to Certify That*

*FISH WITH ME CHARTERS, L.L.C.*

*a Michigan limited liability company, filed Articles of Organization in this office on March 17, 1999.*

*I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of September, 1999.*

*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

Sent by Facsimile Transmission

171L 0448017