

M99000001822

HARVARD BUSINESS SERVICES, INC.

25 GREYSTONE MANOR
LEWES, DELAWARE 19958-9776
Phone: (302) 645-7400 (800)-345-2677
Fax: (302) 645-1280
www.delawareinc.com

FILED STATE
SECRETARY OF CORPORATIONS
99 AUG 3 PM 2:00

ROBERT T. GREENE
1330 DONNA MARIE DRIVE
WEST MELBOURNE, FL 32904

July 10, 1998

600002945036--2
-11/17/99-01006-001
***188.75 ***188.75

Dear MR. GREENE,

Per your instructions we filed the enclosed Limited Liability Company today for you:

Name: **Greenetree Enterprises LLC**

Date of Formation: July 10, 1998 Time: 9:00 a.m.

Delaware file number: **29190-50** (This is your company's permanent file number
with the Delaware Division of Corporations)

600002945036--2
-07/29/99-01053-001
***346.25 ***346.25

Your corporate papers and kit will be coming soon.

THANK YOU FOR YOUR BUSINESS! We look forward to a long and profitable business relationship and thank you for selecting us as your Delaware Registered Agent. We are pleased to be a part of your success. If at any time you have questions, please feel free to fax or call us.

Sincerely yours,

Richard H. Bell

Richard H. Bell
President

W9917833



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 1999

~~RICHARD H. BELL~~
~~HARVARD BUSINESS SERVICES, INC.~~
~~25 GREYSTONE MANOR~~
~~LEWES, DE 19958-9776~~

Robert T. Greene
Greentree Enterprises LLC
1330 Donna Marie Dr.
West Melbourne, FL 32904

SUBJECT: GREENETREE ENTERPRISES LLC
Ref. Number: W99000017893

We have received your document for GREENETREE ENTERPRISES LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1188.75.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

The document is illegible and not acceptable for imaging.

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call
(850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 899A00039216

RECEIVED

NOV 05 1999

Greenetree Enterprises LLC
1330 Donna Marie Drive
West Melbourne, FL 32904

Office of General Counsel
Department of State

Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Lunt

We are a very small company. We don't have a full time attorney, we only use an accountant to prepare our annual federal and state tax returns. So we don't have the resources that would tell us if we are compliant with all of the laws of the state and it was total ignorance on our part about the need to register as a foreign corporation. We found out merely by accident when we were consulting an attorney about another matter.

If possible we wish to file an appeal for the \$1000.00 penalty based on the following. When we applied for a Certificate Number with the Department of Revenue, we filed under Greenetree Enterprises LLC and the certificate was granted. Since we started doing business in Florida we have been collecting sales tax as a registered agent with the State of Florida. We believe that the department of revenue has the resources and access to the information that would have shown that Greenetree Enterprises LLC was either not a Florida corporation or that GEL was not registered with the State of Florida. We think that at this point it would have been very simple for them to inform us that we are required to register with your department as a corporation or if we are a corporation from another state as a foreign corporation.

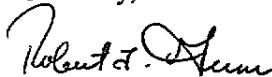
We enclosed \$188.75 for the first year and we ask that you consider our appeal or send it to the proper department for their consideration.

We noticed the following differences in the Corporate Detail Record Screen:

There is a difference in the spelling of the name and they are registered as a corporation and we are registered as a Limited Liability Company.

Greentree Enterprises, Inc. Vs Greenetree Enterprises LLC

Sincerely,


Robert T. Greene
President, CEO

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Department of State

Memorandum Office of the General Counsel

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DIVISION OF CORPORATIONS
99 AUG 3 PM 2:00

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 12, 1999

RE: Greenetree Enterprises LLC

Based on my review of the file and the payments received from this LLC, it is my recommendation that this file be closed. LLC has paid outstanding report fees from 1998 of \$188.25 and foreign non-qualified penalties do not appear to be collectable due to minimal cash flow for this entity, which wishes to be qualified to conduct its affairs in the State of Florida. Accordingly, it is recommended this LLC be issued a certificate of authority.

/gty

**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. GREENTREE ENTERPRISES 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. 59-3523815
(FEI number, if applicable)
4. 7/10/98
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/10/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1330 DONNA MARIE DRIVE
WEST MELBOURNE, FL 32904
(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>ROBERT T. GREENE "MGRM"</u>			
<u>1330 DONNA MARIE DR.</u>			
<u>WEST MELBOURNE, FL 32904</u>			
<u>MARK T. GREENE "MGR"</u>			
<u>3862 4TH AVE N</u>			
<u>ST. PETERSBURG, FL 33713</u>			
<u>SHIRLEY J. GREENE "MGR"</u>			
<u>1330 DONNA MARIE DR.</u>			
<u>WEST MELBOURNE, FL 32904</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 _____
MARK T. GREENE 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 \$ 75.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 75.00 .
(This total includes amounts from 2 and 3 above.)

Robert T. Greene
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 T. GREENE

Typed or printed name of signee

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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:

GREENTREE ENTERPRISES LLC

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

ROBERT T. GREENE

(Name)

1330 DONNA MARIE DRIVE

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

WEST MELBOURNE FL 32904

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.

Robert T. Greene
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREENTREE ENTERPRISES 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 TWELFTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREENTREE ENTERPRISES LLC" WAS FORMED ON THE TENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE TWELFTH DAY OF AUGUST, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -3 PM 2:00

2919050 8300

991335708

AUTHENTICATION: 9918337

DATE: 08-12-99