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RUTH ALLEN-DEMERY
INTERNET MAIL: rallen-demery@hunton.com

FILE NO.: 53192.000001
DIRECT DIAL: (919) 899-3143

August 26, 1999

Secretary of State of Florida
Registration Section
Division of Corporations
P O Box 6327
Tallahassee FL 32314

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-08/30/99-01078-023
***587.50 ***293.75

Smart House

Dear Sir/Madam:

Enclosed please find an application for qualification to do business in your state, together with the requisite filing fee of \$ 400.00. Please return the certificate to me at the address above. If you have any questions, I can be reached at (919) 899-3143.

Sincerely,

Ruth Allen-Demery

Ruth Allen-Demery

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875
29375

RAD/sp

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Smart House Authorized Home Center - Orlando North, 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. North Carolina 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 10, 1999 5. December 31, 2098
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. August 11, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 4630 Paragon Park Road, Raleigh NC 27616
(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:
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SMART HOUSE Enterprises, LLC MGR			
c/o 4630 Paragon Park Road			
Raleigh NC 27616			

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SECRETARY OF STATE
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.)

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

The undersigned member or authorized representative of a member of Smart House Authorized
Home Center-Orlando North, 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 \$ 85,000.00
- 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 \$ 85,000.00
(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.)

Mark E. Tipton

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

Smart House Authorized Home Center- Orlando North, LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
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.

Dale W. Morris
(Signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NORTH CAROLINA



Department of The
Secretary of State

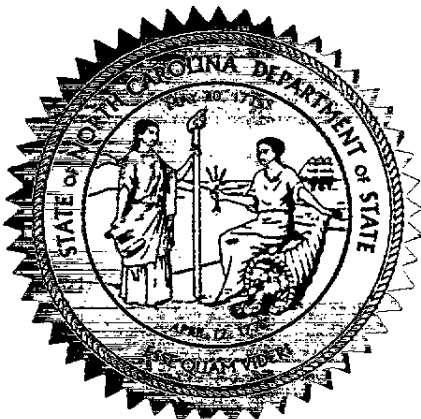
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

SMART HOUSE AUTHORIZED HOME CENTER - ORLANDO NORTH, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 10th day of August, 1999, with its period of duration ending DEC 2098.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of August, 1999.

Elaine F. Marshall

Secretary of State