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COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
07/27/2004 10:53:52 AM
Fee Receipt: \$90.00



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the limited liability company named below and for that purpose submits the following statements:

1. The company is a limited liability company (LLC).
 a professional limited liability company (PLLC).

2. The name of the limited liability company is
GBS, LLC.

3. The name of the limited liability company to be used in Kentucky is
GBS, LLC.
(if "real name" is unavailable for use)

4. Alaska is the state or country of organization.

5. 02/05/2004 is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which the limited liability company is to dissolve is Perpetual

6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is
400 Bering St, Nome, Alaska, 99762
Street City State Zip Code

7. The names and usual business addresses of the current managers, if any, are as follows:

<u>Glenn Stearns</u> <small>Name</small>	<u>4 Hutton Center Dr #500, Santa Ana, CA 9270</u> <small>Address</small>
<u>Neal Foster</u> <small>Name</small>	<u>400 Bering St, Nome, AK 99762</u> <small>Address</small>

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
239 South 5th Street, Suite 1151, Louisville, KY 40202
Street City State Zip Code

and the name of the registered agent at that office is
CT Corporation System

9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

I certify that, as of the date of filing this application, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

Signature
Glenn Stearns Secretary
Type or Print Name & Title

Date: July 20, 2004

I, CT Corporation System,
company. Type or print name of registered agent

Signature of Registered Agent
Scot Ferraro, Assistant Secretary
Type or Print Name & Title

State of Alaska

Department of Community and Economic Development

Division of Banking, Securities and Corporations

I certify that the attached 3 pages are true copies of records on file with the Department of Community and Economic Development, Division of Banking, Securities, and Corporations.



Edgar Blatchford
Commissioner

Certified by: _____

Date: _____

Taylor West

6/18/04

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
COMPLIANCE

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that

GBS, LLC

on **FEBRUARY 5, 2004** filed in this office its Articles of Organization, as a limited liability company organized under the laws of this State.

I **FURTHER CERTIFY** that said company is in good standing and has filed all biennial reports due at this time and has paid all biennial fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this company.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
June 30, 2004

Edgar Blatchford

Edgar Blatchford
Commissioner of Community
and Economic Development

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
ORGANIZATION
Limited Liability Company

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, hereby certifies that Articles of Organization of

GBS, LLC

have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Organization and attaches hereto the original copy of the Articles of Organization.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
FEBRUARY 5, 2004.

Edgar Blatchford

Edgar Blatchford
Commissioner