

Filing Fee: \$150.00

ID Number: 149845



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

05 AUG 10 9:20
SECRETARY OF STATE
CORPORATIONS DIVISION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1 The name of the limited liability company is:
HBW WARRANTY ADMINISTRATION, LLC

2 The name, if different, under which it proposes to register and transact business in Rhode Island is:

3 The limited liability company is organized under the laws of DELAWARE

4 The date of its organization is September 8, 2004

5 The period of duration of the limited liability company is (if perpetual, so state) PERPETUAL

6 The address of the limited liability company's resident agent in Rhode Island is:
120 WEYBOSSET ST. PROVIDENCE, RI 02903
(Street Address, not P O Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7 The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8 The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
2675 S. Abilene Street
Aurora, CO 80014

9 The mailing address for the limited liability company is:
2675 S. Abilene Street
Aurora, CO 80014

FILED
AUG 10 2005
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10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
W. E. (Em) Fluhr	2675 S. Abilene Street, Aurora, CO 80014
Alberto Cribiore	Brera Capital Partners, LLC, 590 Madison Ave., NY, NY 10021
Jun Tsusaka	Brera Capital Partners, LLC, 590 Madison Ave., NY, NY 10021

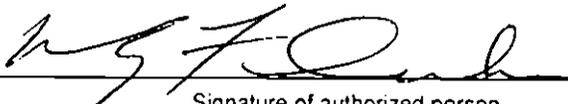
11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/4/05

HBW WARRANTY ADMINISTRATION, LLC

Print Exact Name of Limited Liability Company Making Application

By 
Signature of authorized person

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HBW WARRANTY ADMINISTRATION 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 FIFTH DAY OF AUGUST, A.D. 2005.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4071944

DATE: 08-05-05