

M0300000 4287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

Jim Cox  
**ERNST & YOUNG**

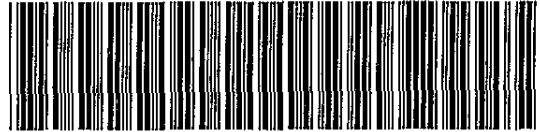
Ernst & Young LLP  
Suite 1700  
555 California Street  
San Francisco, California 94104

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*12/16/03*  
*[Signature]*



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 DEC 16 AM 10:06

FILED

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. Pennington Ventures, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 77-0521987 (FEI number, if applicable)

4. 07/12/1999 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. 08/07/2003 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 211 Grand Pointe Drive Palm Beach Gardens, FL 33418 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: Christos M. Cotsakos 211 Grand Pointe Drive Palm Beach Gardens, FL 33418

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Investment Management

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Christos Cotsakos Typed or printed name of signee

FILED 03 DEC 16 AM 10:06 SECRETARY OF STATE 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:

Pennington Ventures, LLC

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

Christos M. Cotsakos

(Name)

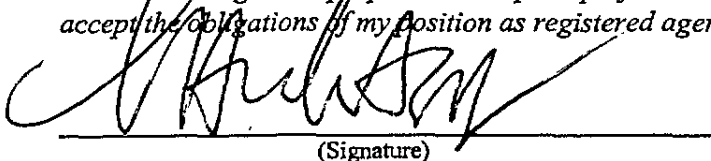
211 Grand Pointe Drive

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

Palm Beach Gdns, 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 as provided for in Chapter 608, F.S.*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

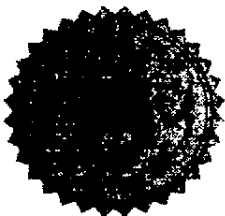
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# Delaware

*The First State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENNINGTON VENTURES, 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 2003.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3068410 8300

AUTHENTICATION: 2705382