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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

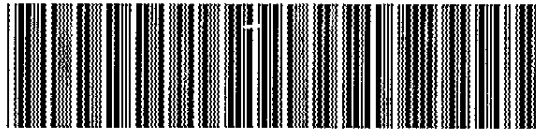
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 MAR -8 PM 1:22
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TALLAHASSEE, FLORIDA

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CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 478065 7296480
AUTHORIZATION : Patricia Pignata
COST LIMIT : \$ 125.00

04 MAR -8 PM 1:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 5, 2004
ORDER TIME : 9:0 AM
ORDER NO. : 478065-005
CUSTOMER NO: 7296480
CUSTOMER: Mr. Robert Gerstein
Sky Capital Holdings, Ltd.
Floor 8
110 Wall Street
New York, NY 10005

FOREIGN FILINGS

NAME: SKY CAPITAL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

FILED
MAR 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, 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. Sky Capital LLC
(Name of foreign limited liability company)

2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 13-4174795
(FEI number, if applicable)

4. June 7, 2001
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Confirmation
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 110 Wall Street, 8th Floor
New York, NY 10005
(Street address of principal office)

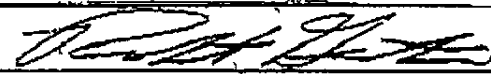
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Sky Capital Holdings LTD.
110 Wall Street, 8th Floor
New York, NY 10005

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: Branch Office of
Securities Broker Dealer


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.)
Robert Gerstein
Typed or printed name of signee

**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:

Sky Capital LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

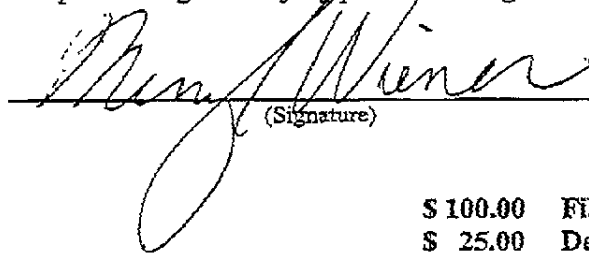
Tallahassee

FL

32301

(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)

State of New York } ss:
Department of State

I hereby certify, that SKY CAPITAL LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 06/07/2001, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

The Biennial Statement is past due.



Witness my hand and the official seal of the Department of State at the City of Albany, this 04th day of March two thousand and four.

A handwritten signature in black ink, appearing to read "R. A. DeSantis", is written over a horizontal line.

Secretary of State