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From:  
Account Name : BUSINESS FILINGS  
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Phone : (608)827-5300  
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FOREIGN LIMITED LIABILITY COMPANY

105 Partners, LLC

Certificate of Status	0
Certified Copy	1
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**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. Name of foreign limited liability company: 105 Partners, LLC
2. Jurisdiction under the law of which foreign limited liability company is organized: Delaware
3. FEI number (if applicable): applied for
4. Date of organization: 3/9/04
5. Duration: perpetual
6. Date first transacted business in Florida: Date of filing
7. Street address of principal office: 1221 Brickell Avenue, Suite 1540, Miami, Florida 33131
8. The limited liability company is to be managed by: Members
9. Name, title, and business address of each managing member or manager who will manage the foreign limited liability company in Florida:

Joseph E. DeGrosa, 1221 Brickell Avenue, Suite 1540, Miami, Florida 33131

10. 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.
11. Nature of business or purposes to be conducted or promoted in Florida: Private Equity Group.



Signature of member or an authorized representative of a member.

Joseph E. DeGrosa, 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.)

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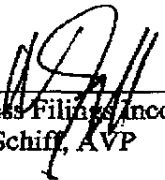
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

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: **105 Partners, LLC**
2. The name and the Florida street address of the registered agent and office is: **Business Filings Incorporated, 660 East Jefferson Street, Tallahassee, Florida 32301.**

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.

  
 \_\_\_\_\_  
 Business Filings Incorporated,  
 Mark Schiff, AVP

Date: September 22, 2004

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# Delaware

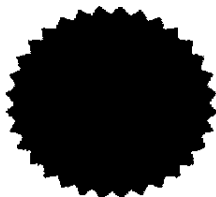
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "105 PARTNERS, 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "105 PARTNERS, LLC" WAS FORMED ON THE NINTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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

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AUTHENTICATION: 3361790

040679210

DATE: 09-20-04

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