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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

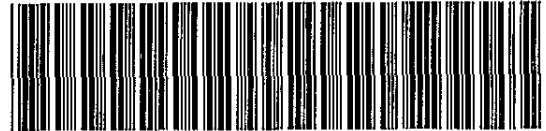
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 SEP 23 PM 5:07

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 SEP 23 PM 1:02

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 612591 7443697

AUTHORIZATION

*Patricia Pigute*

COST LIMIT : \$ 125.00

05 SEP 23 PM 5:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 22, 2005

ORDER TIME : 11:08 AM

ORDER NO. : 612591-010

CUSTOMER NO: 7443697

CUSTOMER: Russell Steward  
Andersen & Company, Llc  
36th Floor  
1330 Avenue Of The Americas  
New York, NY 10019

FOREIGN FILINGS

\*\*\*\*\*PLEASE FILE AFTER THE WITHDRAWAL OF G.C. ANDERSEN  
PARTNERS CAPITAL CORPORATION FILES (SUBMITTED BY FAX  
TO YOUR OFFICE TODAY). THANK YOU.

NAME: G.C. ANDERSEN PARTNERS  
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: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

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:

FILED  
05 SEP 23 PM 5:07  
TALLAHASSEE, FLORIDA

1. G.C. Andersen Partners Capital, LLC  
(Name of Foreign Limited Liability Company)

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

4. July 28, 2005 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

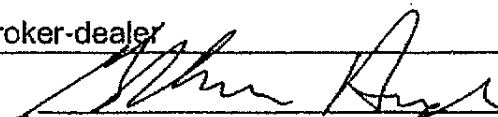
7. 1330 Avenue of the Americas, New York, New York, 10019-5400  
(Street Address of Principal Office)

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:  
G. Chris Andersen - 1330 Avenue of the Americas, 36th Floor  
New York, NY 10019-5400

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: 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.)  
G. CHRIS ANDERSEN  
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:

G. C. Andersen Partners Capital, LLC

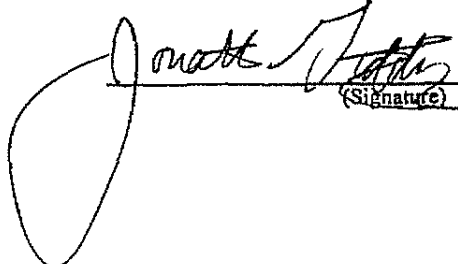
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)

1201 Hays Street  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee                      FL                      32301-2525  
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 provisions of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
(Signature)

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

# Delaware

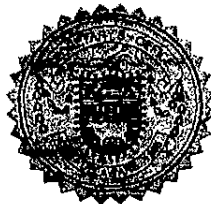
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G.C. ANDERSEN PARTNERS CAPITAL, 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-THIRD DAY OF SEPTEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "G.C. ANDERSEN PARTNERS CAPITAL, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2005.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4007468 8300

AUTHENTICATION: 4177238

050779882

DATE: 09-23-05