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(561) 289-3815 Voice

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April 25, 2002

Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, Florida 32399

Re:

Statement of Qualification for

Florida Limited Liability Limited Partnership

Boca First Capital Ltd.

Dear Sir/Madam:

Enclosed please find the following documentation and filing fees to qualify Boca First Capital Ltd, a Florida limited partnership (Document No: A02000000589 and filed on April 18, 2002) as a Florida Limited Liability Limited Partnership:

- 1. Statement of Qualification for Florida Limited Liability Limited Partnership;
- 2. Copy of filing status from the State of Florida;
- 3. A check in the amount of \$33.75 for filing fees, representing:
 - i \$25 filing fee; and
 - ii \$8.75 for a certificate of status.

-04/29/02--01097--001 *****33.75 *****33.75

Please contact me at the above telephone number or address if there are any questions concerning the enclosed materials.

Sincerely,

Elizabeth Brandon-Brown, Esq.

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STATEMENT OF QUALIFICATION FOR

FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership as identified in the records of the Florida Department of State: <u>Boca First Capital</u>, LTD

Insert limited partnership's Florida document number: A02000000589 or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

- 2. Suffix adopted for the above named partnership: $\underline{\text{LLLP}}$ (LLLP, L.L.P.)
- 3. The street address of its chief executive office: <u>Same Address</u> (if different from current recorded address):
- 4. The street address of principal office in Florida:, (if different from above)
- 5. The limited partnership hereby elects to be a limited liability limited partnership.
- 6. The effective date of this filing shall be:

 \underline{X} as of the date this document is filed with the Florida Secretary of State

or

a date later than the time of filing:

7. The name and Florida street address of the partnership's agent service of process:

Elizabeth Brandon-Brown, Esq. 900 North Federal Highway, Suite 410 Boca Raton, Florida 33432

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this <u>03</u> day of <u>April</u> Signature of TWO Partners:

Typed or printed names of partners signing above:

Michael G. Todd Howard Bloom

Filing Fee: \$25.00

Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75

INHS66(1/00)