

F03000005105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

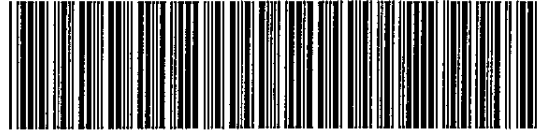
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nautilus Capital Management Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Byron Tucker
(Name of Person)
Nautilus Capital Management Company
(Firm/Company)
4288 Lafayette Street
(Address)
Marianna, FL 32446
(City/State and Zip code)

For further information concerning this matter, please call:

Byron Tucker at (646) 641-6410
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

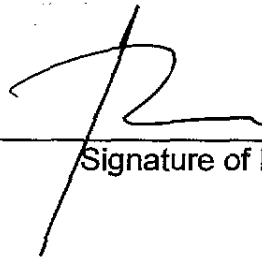
- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Byron Tucker, do hereby certify that this Resolution of the Board of Directors of Nautilus Capital Management Company, a corporation duly organized and existing under the laws of the State of Illinois, was duly adopted on June 25, 2003.

Resolved, that Nautilus Capital Management Company, organized and existing in the State of Illinois hereby adopts the name NAUTILUS PARTNERS, L.P. for use in Florida.

Dated: June 25, 2003



Signature of Director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Nautilus Capital Management Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Illinois 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 25, 1983 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4288 Lafayette Street, Marianna, FL 32446
(Principal office address)

4288 Lafayette Street, Marianna, FL 32446
(Current mailing address)

8. investment advisory services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Byron Tucker

Office Address: 4288 Lafayette Street

Marianna, Florida 32446
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Byron Tucker

Address: 4288 Lafayette Street
Marianna, FL 32446

Vice Chairman: _____

Address: _____

Director: Byron Tucker

Address: 4288 Lafayette Street
Marianna, FL 32446

Director: _____

Address: _____

B. OFFICERS

President: Byron Tucker

Address: 4288 Lafayette Street
Marianna, FL 32446

Vice President: _____

Address: _____

Secretary: Byron Tucker

Address: 4288 Lafayette Street

Treasurer: Byron Tucker

Address: 4288 Lafayette Street

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

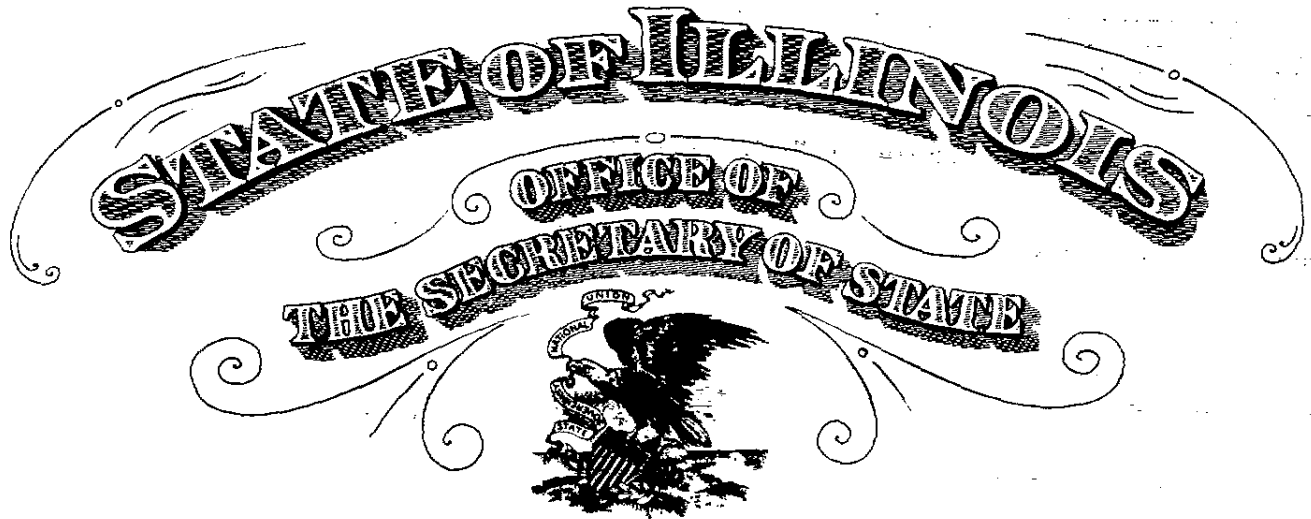
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BYRON TUCKER, PRES.

(Typed or printed name and capacity of person signing application)

File Number

5310-132-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that NAUTILUS CAPITAL MANAGEMENT COMPANY, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 25, 1983, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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In Testimony Whereof, I hereto set
 my hand and cause to be affixed the Great Seal of
 the State of Illinois, this 15TH
 day of SEPTEMBER 2003
 A.D.



Jesse White

SECRETARY OF STATE