

FD9000002013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

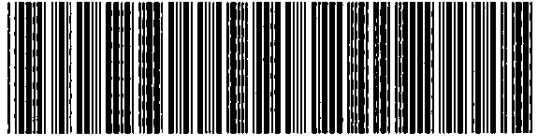
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/15/09--01022--021 **78.75

APPROVED
AND
FILED
09 MAY 15 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices of
Derek A. Schwartz, P.A.

2385 NW Executive Center Drive
Suite 190
Boca Raton, Florida 33431

Phone: (561) 981-8089
Fax: (561) 997-6036
derek@derekaschwartzpa.com

May 13, 2009

Via Fed Ex

Florida Division of Corporations
Registration Department
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: **PMB CAPITAL INC.**

To Whom It May Concern:

Enclosed please find the following:

- 1) Application by Foreign Corporation to Transact Business in this State (duly executed) and filing fee check for same.

Please file the enclosed application simultaneously and scan and evidence the application in the registration for the PMB MORTGAGES LLC and PMB MORTGAGES LP, as this entity PMB CAPITAL INC. is related to same for the reasons set forth herein.

As you are aware from prior correspondence, the entity PMB MORTGAGES was recently converted under its home jurisdiction of Delaware from a limited liability company (LLC) to a limited partnership (LP) with a new home jurisdiction of California. Under both Delaware and California law, the entity PMB MORTGAGES is the same entity before and after the conversion. Florida law has a similar result for converted entities.

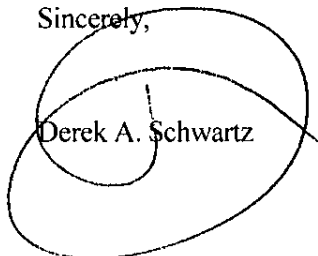
Unbeknownst to this firm, there is no way to automatically reflect the above conversion in Florida with respect to authorization of the entity to transact business. As you are aware, the entity PMB MORTGAGES is currently registered as a foreign LLC authorized to transact business in Florida. Per recent conversations with your office, although the entity's authorization to transact business never ceases before or after the conversion, the only way to reflect the conversion in Florida with respect to authorization to transact business is for the LLC to file a termination of its authorization to transact business and simultaneously file an application to register to transact business as a LP. According to your office, however, since the termination application and registration application are filed simultaneously, the entity is not deemed as ever ceasing to exist or being authorized to transact business in Florida.

WHERE the filing for this entity **PMB CAPITAL INC.** comes into play is that when the application to register PMB MORTGAGES LP was filed with your office last week, you held the application and sent us the enclosed documentation stating the **general partner** of PMB MORTGAGES LP also had to register in Florida. We do not agree as the general partner is not transacting business in Florida, but rules are rules. In this regard, the entity PMB CAPITAL INC. is considered first having transacted business in Florida on the date PMB MORTGAGES LLC was first authorized in Florida, as it is technically one of the same entity as the LLC based on the conversion stated above. In this regard, there should be no additional fees or costs associated with the application enclosed herein.

May 13, 2009

Please forward me the confirmation requested herein once the enclosed applications have been processed. Thank you. If you should have any questions, please call.

Sincerely,



Derek A. Schwartz

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PMB Capital, Inc.

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:

Derek A. Schwartz, Esq.

Name of Person

Derek A. Schwartz, P.A.

Firm/Company

2385 NW Executive Center Drive, Suite 190

Address

Boca Raton, FL 33431

City/State and Zip code

derek@derekaschwartzpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Derek A. Schwartz, Esq.

Name of Person

at (561) 981-8089

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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. PMB CAPITAL, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 95-3799556

(FEI number, if applicable)

4. 1983

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. OCT 18, 2007

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4606 Park Mirasol, Calabasas, California 91302

(Principal office address)

4606 Park Mirasol, Calabasas, California 91302

(Current mailing address)

8. corporate general partner of a limited partnership

(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 NOT acceptable)

Name: Derek A. Schwartz, P.A.

Office Address: 2385 NW Executive Center Drive, Ste 190

Boca Raton, Florida 33431

(City)

(Zip code)

09 MAY 15 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.

(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.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Paul Elis

Address: 4606 Park Mirasol, Calabasas, California 91302

Vice Chairman: _____

Address: _____

Director: LENA ELIS

Address: 4606 PARK MIRASOL, CALABASAS, CA 91302

Director: RICHARD LEACH

Address: 23945 CALABASAS RD, #209 CALABASAS
CA 91302

B. OFFICERS

President: Paul Elis

Address: 4606 Park Mirasol, Calabasas, California 91302

Vice President: LENA ELIS

Address: 4606 PARK MIRASOL, CALABASAS CA, 91302

Secretary: LENA ELIS

Address: 4606 PARK MIRASOL, CALABASAS CA 91302

Treasurer: PAUL ELIS

Address: 4606 PARK MIRASOL, CALABASAS CA 91302

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

13. Paul Elis
(Signature of Director or Officer listed in number 12 of the application)

14. Paul Elis
(Typed or printed name and capacity of person signing application)

APPROVED
AND
FILED

09 MAY 15 PM 3:11

SECRETARY OF STATE
FALL ANASSEE, FLORIDA

**State of California
Secretary of State**

CERTIFICATE OF STATUS

ENTITY NAME:

PMB CAPITAL, INC.

FILE NUMBER: C1166856
FORMATION DATE: 01/13/1983
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of May 04, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State