

ANGRAM

L 9900000 7336

September 8, 1999

ANGRAM
BUSINESS
SERVICES, INC.

4114 Northlake Boulevard, Suite 302
Palm Beach Gardens, FL 33410

Tel: 561 622-4202
Fax: 561 622-4275

257 Main Street, Suite One
Torrington, CT 06790

Tel: 860 489-8863
Fax: 860 489-8784

Florida Department of State
LLC Registration Division
P.O. Box 6327
Tallahassee, Florida 32314

400002986064--6
-09/13/99--01160--004
***\$570.00 ***\$285.00

RE: Registration of Foreign Limited Liability Company;
MuniCap.1999-I, L.L.C., and MuniCap.1999-II, L.L.C.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$570.00 (2 x \$285.00) in order to register the entities listed above and for the designation of a registered agent. In addition, I have enclosed a Certificate of Formation. If you need additional information, please feel free to contact me at (561) 622-4202 or by facsimile at (561) 622-4275. Thank you.

Very truly yours,



T. G. BROWN

TGB/ss
Enclosures: 2

cc: Joseph T. Whelihan, President & CEO

FILED
99 SEP 30 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5L

FF \$285.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MuniCap. 1999-II, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0947850
(FEI number, if applicable)
4. August 5, 1999
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 27, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4114 Northlake Boulevard Suite 302
Palm Beach Gardens, FL 33410
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Municipal Capital, Inc.	MGRM		
4114 Northlake Blvd.			
Suite 302			
Palm Beach Gardens, FL			
33410			

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TALLAHASSEE, FLORIDA

9. 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. (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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Muni Cap. 1999-II, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Joseph T. Whelan

Typed or printed name of signee PHW/ceo

Filing Fee: \$250.00 for Application and Affidavit

FILED
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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

**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:

MuniCap. 1999-II, L.L.C.

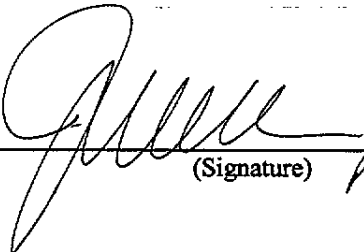
2. The name and the Florida street address of the registered agent and office are:

Joseph T. Whelihan
(Name)

4114 Northlake Blvd. Suite 302
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach Gardens FL 33410
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 obligations of my position as registered agent.


(Signature) *PWS + CEO*

Filing Fee: \$ 35 for Designation of Registered Agent

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

09 SEP 30 PM 1:48

FILED

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUNICAP.1999-II, L.L.C." 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-FOURTH DAY OF SEPTEMBER, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9989999

09-24-99

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