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March 22, 2000

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**VIA FEDERAL EXPRESS**

FL Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Direct Dial  
(843) 720-4647

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-03/24/00--01074--007  
\*\*\*\*320.00 \*\*\*\*160.00

Re: Westminster Capital Group, LLC and  
Westminster Management Partners, LLC  
BMSM File No. 3231.0075

Dear Sir or Madam;

Enclosed please find an Application By Foreign Limited Liability Company for Authorization to Transact Business in FL, a Certificate of Designation of Registered Agent/Registered Office for each of the above referenced entities. I have also included a check in the amount of \$320.00 for the Filing Fee for the Applications, Designations of Registered Agent, Certified Copies and Certificates of Status for each of the above referenced entities. I've also included the original certificate of existence from SC for each entity.

Please do not hesitate to call me if you have any questions. With best regards, I am

Very truly yours,

BUIST, MOORE, SMYTHE & MCGEE, P.A.

*Christa W. Winn*

Christa W. Winn  
Paralegal to Morris A. Ellison

Enclosures

00343112.

TALLAHASSEE FLORIDA  
SECRETARY OF STATE

00 MAR 24 AM 10:18

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

*Winn*

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. Westminster Capital Group, LLC  
(Name of foreign limited liability company)
2. Under SC Law  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. August 23, 1999  
(Date of Organization)
5. December 31, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Has not transacted business in FL at this time  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 291 East Bay Street, Second Floor  
Charleston, SC 29401  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:

291 East Bay Street, Second Floor

Charleston, SC 29401

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: Own/manage real estate

M A Ellison  
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.)

Morris A. Ellison, Esquire

Typed or printed name of signee

FILED  
00 MAR 24 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
00 MAR 24 AM 10:19  
SECRETARY OF STATE  
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:

Westminster Capital Group, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Rd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

33324

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 as provided for in Chapter 608, F.S..*

Mary R. Adams

(Signature)

MARY R. ADAMS

ASSISTANT SECRETARY

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

00 MAR 24 AM 10:19

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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# *The State of South Carolina*

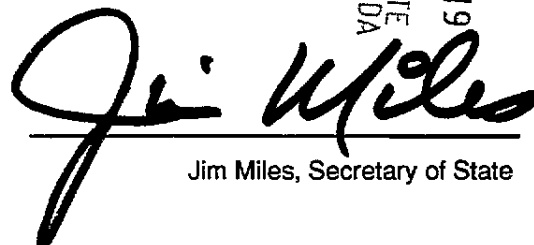


## *Office of Secretary of State Jim Miles* **Certificate of Existence**

**I, Jim Miles, Secretary of State of South Carolina Hereby certify that:**

WESTMINSTER CAPITAL GROUP, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on August 23rd, 1999, with a duration that is until December 31st, 2050, has as of this date filed all reports due this office, including its most recent annual report as required by section 33-44-211, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of  
the State of South Carolina this 20th day of  
March, 2000.

  
Jim Miles, Secretary of State

FILED  
00 MAR 24 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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00 MAR 24 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA