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March 24, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****125.00 ****125.00

Re: MONROE CAPITAL, LLC

Enclosed herein please find the original and a copy of the Application by Foreign LLC for Authorization to Transact Business in Florida for the above named NEW YORK LLC. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$125.00, including the \$25.00 Registered Agent Designation.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

KEM
Katherine E. Mitchell
Legal Assistant

LAK/ss
Enc.

SECRETARY OF STATE
DIVISION OF COOPERATIONS
00 MAR 27 AM 9:24

MEH

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

1. Monroe Capital, LLC
(Name of foreign limited liability company)

2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 11-3423588
(FEI number, if applicable)

4. March 3, 1998
(Date of Organization)

5. 2097
(Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1 North End Avenue, World Financial Center, Suite 1201
New York, New York 10282-1101
(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:

Randi Fisher
1 North End Ave
World Financial Center, Suite 1201
New York, New York 10282-1101

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:

Proprietary stock trading as a registered broker-dealer.

Randi Fisher
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.)

Randi Fisher

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 27 AM 9:24

**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:

Monroe Capital, LLC

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

Michael Desaulnier

(Name)

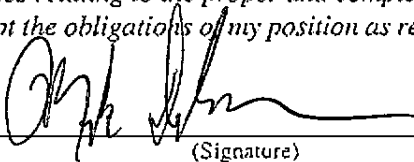
420 Lincoln Road, #507

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

Miami Beach FL 33140

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..



(Signature)

State of New York } ss: Department of State

I hereby certify, that MONROE CAPITAL, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 03/03/1998, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

An Affidavit of Publication of MONROE CAPITAL, LLC was filed on 06/02/1998.

An Affidavit of Publication of MONROE CAPITAL, LLC was filed on 06/02/1998.

The Limited Liability Company has filed Affidavits of Publication under the Limited Liability Company Law.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of March
two thousand.*

Special Deputy Secretary of State