

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

900003260189--1 -05/19/00--01100--013 ****155.00 ****155.00

CORPORATION(S) NA	AME	*****135.08	****155.00
Euclid Asset Manageme	nt L.L.C.	·	- - -
		75. 75. 76. 76. 76.	の長刀
() Profit () Nonprofit	() Amendment	() Merger	FILED A
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark	S 2 /
() Limited Partnership (x) LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC	5/19
(x) Certified Copy	() Photocopies	() CUS	
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up	
Name Availability_ Document Examiner_ Updater_ Verifier_ Acknowledgement_ W.P. Verifier_	05/19/00	製造がい	X III COII VIII

Up

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

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FTORIDA: MANAGEMENT L.L.C. (Name of foreign limited liability company) DELAWARE (Jurisdiction under the law of which foreign limited liability company is organized) (Duration: Year limited liability company will cease to irst transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 725 ARIZONA AVENUE, SUITE 400 SANTA MONICA, CA 90401 (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: COAST ASSET MANAGEMENT, L.P. 725 ARIZONA AVENUE, SUITE 400 SANTA MONICA, CA 90401 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 cath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: TAX LIENS AND OTHER INSTRUMENTS 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.) CHRISTOPHER D. PETITT, EXECUTIVE VICE PRESIDENT

Typed or printed name of signee

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:	
Euclid Asset Management L.L.C.	 - -
2. The name and the Florida street address of the registered agent and office are:	
C T Corporation System (Name)	
1200 South Pine Island Road 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 agent and agree 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..

CONNIE BRYAN
SPECIAL 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)

State of Delaware

PAGI

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EUCLID ASSET MANAGEMENT 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 ELEVENTH DAY OF MAY, A.D. 2000.

AND L DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 MAY 19 PM 3: 34

Edward J. Freel, Secretary of State

3226678 8300

AUTHENTICATION:

0431363

001239643

DATE:

05-11-00