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Document Number C

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

CORPORATION(S) NAME

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-05/19/00--01100-017
****155.00 ****155.00

Cloverfield Asset Management L.L.C.

00 MAY 19 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

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Name _____ 05/19/00
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Document _____
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Acknowledgement _____
W.P. Verifier _____

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

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. CLOVERFIELD ASSET MANAGEMENT L.L.C.

(Name of foreign limited liability company)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 95-4799673

(FEI number, if applicable)

4. MAY 10, 2000

(Date of Organization)

5. PERPETUAL

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

6. MAY 17, 2000

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

7. 725 ARIZONA AVENUE, SUITE 400

SANTA MONICA, CA 90401

(Street address of principal office)

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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 oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

PURCHASE OF TAX LIENS AND OTHER INSTRUMENTS

Christopher Petitt

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:

Cloverfield 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

FI

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.

Connie Bixby
(Signature)

**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)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLOVERFIELD 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 I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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00 MAY 19 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3226696 8300

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AUTHENTICATION: 0431445

DATE: 05-11-00