

November 20, 2000

Registration Section **Division of Corporations** 409 E. Gaines Street Tallahassee FL 32399

21845 Powerline Road Boca Raton, FL 33433

Tel: 561/361-2884 Fax:561/361-7372

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RE: Filing for Articles of Organization for Florida Limited Liability Company

To Whom It May Concern:

Enclosed you will find an application for the Articles of Organization for Pointe Capital LLC along with a letter of good standing from the state of Delaware. I have also enclosed a listing of the directors with their titles and addresses.

Our federal tax identification number is 14-1825226.

If any further information is needed, please contact me at 561-361-2884.

Sincerely,

Tangee Miller

Associate



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 4, 2000

TANGEE MILLER POINTE CAPITAL 21845 POWERLINE ROAD BOCA RATON, FL 33433

SUBJECT: POINTE CAPITAL L.L.C.

Ref. Number: W00000028475

We have received your document for POINTE CAPITAL L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must complete the attached application to Qualify an out of state LLC to transact business in Florida.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 700A00061208

Division of Communitions D.O. POY 6327 Tallahassaa Florida 32314

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: (Name of foreign limited liability company) (Jurisdiction under the law of which foreign limited liability company is organized) (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") See sections 608.501, 608.502, and 817.155, F.S.) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: 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: 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.)

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:
Pointe Capital LLC
2. The name and the Florida street address of the registered agent and office are:
Tan H. Mayers (Name)
21845 Powerline Road
Florida street address (P.O. Box NOT ACCEPTABLE)
Boca Paton FL 33433 City/State/Zip
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)
(Signature)
\$ 100.80 Filing Fee for Application
\$ 25.00\ Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "POINTE CAPITAL, LLC" 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 EIGHTH DAY OF NOVEMBER, A.D. 2000.

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0781471

DATE: 11-08-00

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