CT CORPORATION SYSTEM

CORPORATION(S) NAME M01000000293

Angus Partners, LLC

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-02/06/01--01073--014
****155.00 ****155.00

( ) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership (X) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
(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 2/6/01 Order#: 3533930

Availability ________

Document

Examiner ________ M.S. Ref#: ________

Updater ________

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W.P. Verifier ________ Amount: $ ________

01 FEB -6 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

RECEIVED
01 FEB -6 PM 12:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JB 2-6-01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. ANGUS PARTNERS, LLC
(Name of foreign limited liability company.)

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

3. Will be applied for
(FEI number, if applicable)

4. November 22, 2000
(Date of Organization)

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

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

7. **2101 N. Andrews Ave., #104, Ft. Lauderdale, FL 33311**
(Street address of principal office)

8. If limited liability company is manager-managed, check here; X

9. The name and usual business addresses of the managing members or managers are as follows:

NAME & ADDRESS	TITLE:
Philip Baratz **C/o Angus Energy Holdings, Inc.** **2101 N. Andrews Ave., #104** **Ft. Lauderdale, FL 33311**	**Management Committee Member**

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 originated. (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: General business in the gas and energy area, including financial instruments related thereto.

X

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.)

Philip Baratz
Type or print name of signee

01 FEB -6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

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 STATES OF FLORIDA.

1. The name of the Limited Liability Company is:

ANGUS PARTNERS, LLC

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

CT 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 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 Bryan
Print Name: Connie Bryan
Special Asst. Secy.

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

01 FEB -6 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANGUS PARTNERS, 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 THIRTIETH DAY OF JANUARY, A.D. 2001.

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

APPROVED AND FILED

01 FEB -6 PM 1:30

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0943149

DATE: 01-30-01

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