



MD10000001215

ACCOUNT NO. : 072100000032

REFERENCE : 174812 4336650

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 125.00

ORDER DATE : June 5, 2001

ORDER TIME : 2:53 PM

ORDER NO. : 174812-005

CUSTOMER NO: 4336650

600004368326--1

CUSTOMER: Ms. Sylvie G. Jordan
Baker & McKenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: VENTURE FIRST ASSOCIATES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *BB*
W-101

RECEIVED, 01 JUN -6 PM 3:58
01 JUN -6 PM 3:12
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

APPLICATION FOR AUTHORITY
OF
VENTURE FIRST ASSOCIATES, LLC

(Under Section 608.503, Florida Statutes)

Venture First Associates, LLC (the "Limited Liability Company"), a foreign limited liability company desiring to conduct business in the State of Florida pursuant to Section 608.503, Florida Statutes, does hereby certify:

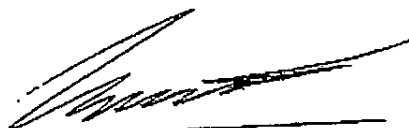
1. The name of the Limited Liability Company is Venture First Associates, LLC.
2. The jurisdiction of organization of the Limited Liability Company is the State of Delaware.
3. The Federal Employer Identification number has been applied for.
4. The date of organization of the Limited Liability Company is May 23, 2000.
5. The Limited Liability Company will exist perpetually.
6. The Limited Liability Company first transacted business in Florida on January 1, 2001.
7. The principal office of the Limited Liability Company is 5201 Blue Lagoon Drive, Suite 900, Miami, Florida 33126.

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AND
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8. The Limited Liability Company is manager-managed company.
9. The name and business addresses of the managing member is Asima Corporation, c/o Venture First Associates, LLC, 5201 Blue Lagoon Drive, Suite 900, Miami, Florida 33126.
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.
11. The nature of business or purposes to be conducted or promoted in Florida is to engage in any lawful activity in connection with serving as an Investment Fund Management Company.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the 5th day of June, 2001 and does hereby affirm, under penalties of perjury, that the statements contained therein have been examined by him and are true and correct.


Mark S. Scott
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED

WITNESSETH

That Venture First Associates, LLC (the "Company") desiring to organize under the laws of the State of Florida, has named Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 608.415, Florida Statutes.

June 5, 2001

Corporation Service Company

By: 

Name:

Title: BRIAN COURTNEY, ASST. V.P.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENTURE FIRST ASSOCIATES, 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 FIFTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

01 JUN - 6 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOT
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3222296 8300

010269345

AUTHENTICATION: 1172191

DATE: 06-05-01

LOCATION:3026748615

RX TIME 06/05 '01 16:15