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June 15, 2001

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

400004424254--9
-06/18/01--01061--007
***130.00 ***130.00

Re: Application for Certificate of Authority - Stellar Venture Partners, LLC
[BJM&H File No. 2931.01]

Dear Sir/Madam:

M01-1404

On behalf of Stellar Venture Partners, LLC, I am enclosing the following:

1. One (1) original and one (1) exact copy of an Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida;
2. One (1) original and one (1) exact copy of a Certificate of Designation of Registered Agent/Registered Office;
3. A Georgia Certificate of Existence; and
4. A check in the amount of \$130.00, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.

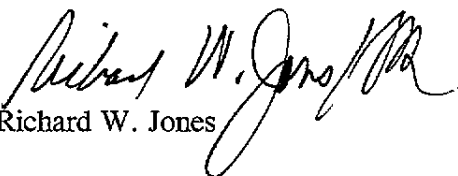
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01 JUN 18 PM 1:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

WLC/21

Please process this filing in your normal manner, and please call me at the above-noted telephone number if you need additional information or documentation.

Thank you for your cooperation.

Sincerely,


Richard W. Jones

Enclosures

{A0011311.DOC}

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Stellar Venture Partners, LLC
(Name of foreign limited liability company)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2530605
(FEI number, if applicable)
4. March 13, 2000
(Date of Organization)
5. 12-31-2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Business Pending Approval
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5633 Strand Blvd. Ste. 316
Naples, FL 34110
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

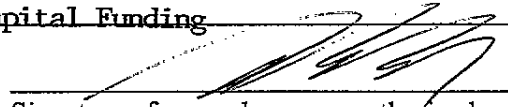
9. The name and usual business addresses of the managing members or managers are as follows:

Richard Schmidt
5633 Strand Blvd. , Ste. 316
Naples, FL 34110

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: _____

Venture Capital Funding


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.)

Richard Schmidt, Manager
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Stellar Venture Partners, LLC

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

Richard Schmidt

(Name)

5633 Strand Blvd., Ste 316

Florida street address (P.O. Box **NOT** ACCEPTABLE)

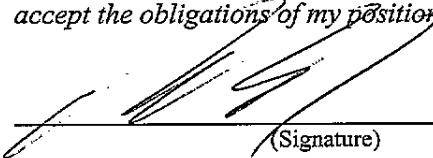
Naples,

FL

34110

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)

\$ 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0011830
DATE INC/AUTH/FILED: 03/06/2000
JURISDICTION : GEORGIA
PRINT DATE : 06/11/2001
FORM NUMBER : 211

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TALLAHASSEE, FLORIDA

BUKER, JONES, MORTON & HALEY, P.C.
LESLIE KAUFMAN
115 PERIMETER CENTER PLACE, STE. 170
ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

STELLAR VENTURE PARTNERS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20010611141926046



Cathy Cox

Cathy Cox
Secretary of State