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August 22, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

200004552822--9
-08/23/01--01075--005
***130.00 ***130.00

Re: Foreign Limited Liability Company (Mendoza Capital Partners, LLC)
Foreign Limited Partnership (Mendoza Capital Partners, LP)

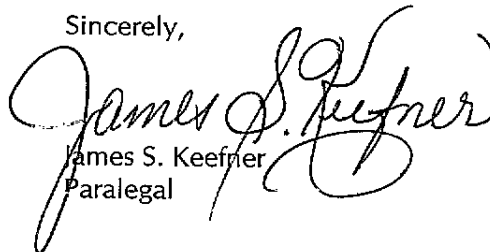
Dear Filing Officer:


Please accept the following enclosures for filing with the records of the Florida Secretary of State in the order presented: (1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of Mendoza Capital Partners, LLC, a Delaware limited liability company; and (2) Application by Foreign Limited Partnership for Authorization to Transact Business in Florida of Mendoza Capital Partners, LP, a Delaware limited partnership (submitted in duplicate).

I also have enclosed the firm's checks, payable to the Florida Department of State, in the amount of \$130.00, to cover the statutory application fee for the foreign LLC, fee for the designation of a registered agent and Certificate of Status, and in the amount of \$96.25, to cover the statutory fee for filing both the application and affidavit of the foreign LP, plus additional fees due for the designation of a registered agent and a certificate under seal.

If you have any questions, please telephone me at (407) 419-8446 for immediate assistance. Filing acknowledgments should be mailed to my attention at the firm's post office box address as printed above.

Sincerely,


James S. Keefner
Paralegal

MO1-1962


JSK
Enclosures

cc: Peter E. Reinert, Esquire

{OR423036;1}

AKERMAN, SENTERFITT & EIDSON, P.A.

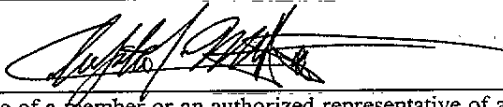
FORT LAUDERDALE • JACKSONVILLE • MIAMI • TALLAHASSEE • TAMPA • WEST PALM BEACH

**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. Mendoza Capital Partners, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3717814
(FEI number, if applicable)
4. April 26, 2001
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 255 South Orange Avenue, 17th Floor, Orlando, Florida 32801
(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:
Christopher J. Mendoza, 12049 Ashton Manor Way #309, Orlando, Florida 32828

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 translation must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida:
Investment services



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 J. Mendoza

Typed or printed name of signatory

FILED
01 AUG 23 PM 5:00
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 Mendoza Capital Partners, LLC.
2. The name and the Florida street address of the registered agent and office are:

**American Information Services, Inc.
255 South Orange Avenue, 17th Floor
Orlando, Florida 32801**

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Designation on behalf of the limited liability company as of this 30th day of July, 2001.

MENDOZA CAPITAL PARTNERS, LLC

By: _____

Christopher J. Mendoza

Its: Managing Member

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, Florida Statutes.

AMERICAN INFORMATION SERVICES, INC.

By: _____

James S. Keefner

Its: Assistant Secretary

Date: July 30, 2001

FILED

01 AUG 23 PM 2:20

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 "MENDOZA CAPITAL 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 FIRST DAY OF AUGUST, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3385027 8300

AUTHENTICATION: 1273764

010373411

DATE: 08-01-01