

# MORGAN WALKER

## THE PETERS GP CORPORATION

4056 CERRILLOS ROAD, SUITE F-1, SANTA FE, NM 87505

P.O. BOX 908, SANTA FE, NM, 87504-0908

TEL 505 424-9081 FAX 505 424-1890

September 24, 2001

Florida Department of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/01/01--01075--015  
\*\*\*\*125.00 \*\*\*\*125.00

RE: *Morgan Walker, LLC*

Ladies/Gentlemen:

Please find enclosed original and copy of the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Certificate of Good Standing; and
3. Certificate of Designation of Registered Agent

Also enclosed is our check number 8466 in the amount of \$125.00 to cover registration fees.

Please file the originals of these documents, returning filed-endorsed copies of same in the envelope provided.

Thank you for your assistance.

Very truly yours,

*Susan S. Dalluege*

Susan S. Dalluege  
Legal Assistant

FILED  
OCT 1 PM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
10/5

/sd

enclosures

cc: George F. Bingham, Esq.  
(w/o enclosures)

**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. Morgan Walker, LLC  
(Name of foreign limited liability company)
2. Delaware 3. 74-3009706  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/04/00 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 624 North Lake Way  
Palm Beach, Florida 33480  
(Street address of principal office)

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

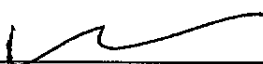
9. The name and usual business addresses of the managing members or managers are as follows:

Baird W. Ryan, Managing Member  
624 North Lake Way  
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

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: Art Dealer

  
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.)

BAIRD W. RYAN, Managing Member  
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:

Morgan Walker, LLC

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

Baird W. Ryan

(Name)

624 North Lake Way

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

Palm Beach

FL

33480

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..*

Baird W. Ryan

(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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01 OCT - 1 PM 11:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN WALKER, 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 TWELFTH DAY OF SEPTEMBER, A.D. 2001. .

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORGAN WALKER, LLC" WAS FORMED ON THE FOURTH DAY OF DECEMBER, A.D. 2000. .

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

FILED  
01 OCT -1 PM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1337475

010448796

DATE: 09-12-01