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PRIMORIS

CAPITAL MANAGEMENT, LLC

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

November 7, 2001

To Whom It May Concern:

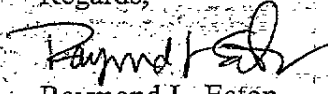
Please find enclosed an application for registration as a foreign limited liability company to transaction business in Florida.

I have also included the certificate of designation of the registered agent.

A check in the amount of \$125.00 is enclosed for the filing fees, along with a certificate of good standing from the New York State Department of State.

Should you have any questions or require further information, please to contact me directly. Thank you for your prompt attention to this matter.

Regards,



Raymond L. Eaton
Managing Director

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TALLAHASSEE, FLORIDA

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107 Newbridge Road
Hicksville, NY 11801
Tel: 516.433.6493
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"Discipline is more important than conviction"

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PRIMONIS CAPITAL MANAGEMENT, LLC
(Name of foreign limited liability company)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 11-3555583
(FEI number, if applicable)
4. 6-19-2000
(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. 107 NEWBRIDGE ROAD
HICKSVILLE, NY 11801
(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:

- RAYMOND L. EATON - 107 NEWBRIDGE RD. HICKSVILLE NY
- JOHN A. CATALFAMO - 2655 NORTH OCEAN DRIVE - SUITE 320
SINGER ISLAND, FL

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 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: _____

REGISTERED INVESTMENT ADVISOR

Raymond L. Eaton

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.)

RAYMOND L. EATON
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:

PRIMORIS CAPITAL MANAGEMENT, LLC

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

JOHN A. CATALFAMO

(Name)

107 LINDA LANE - UNIT B

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

PALM BEACH SHORES, FL 33404

(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.

John A. Catalfamo
(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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State of New York } ss:
Department of State

I hereby certify, that PRIMORIS CAPITAL MANAGEMENT, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 06/19/2000, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.



Witness my hand and the official seal of the Department of State at the City of Albany, this 30th day of October two thousand and one.

A handwritten signature in cursive script, appearing to read "J. Leach".

Special Deputy Secretary of State

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