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REDWOOD TRADING, LLC

FILED
2002 APR -4 AM 11:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO:	Registration Section	FROM:	[Click here and type name]
COMPANY:	Division of Corporations	DATE:	4/3/02
FAX NUMBER:		TOTAL NO. OF PAGES INCLUDING COVER:	4
PHONE NUMBER:	850-245-6051	SENDER'S PHONE NUMBER:	415-962-3549
RE:	New company registration	YOUR REFERENCE NUMBER:	

☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Attached are the forms and fees to register a foreign limited liability company to transact business in Florida. If there are any questions, please do not hesitate to call 415-962-3549 and ask for Dawn Dziewicki. Thank you in advance for your time and assistance.



From: JENNIFER WHALEN (415) 986-8977
HEADWATERS CAPITAL
220 MONTGOMERY ST SUITE 500
SAN FRANCISCO, CA, 94104

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****155.00 ****155.00

J. BRYAN APR - 5 2002

**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. REDWOOD TRADING, LLC
(Name of foreign limited liability company)
2. CALIFORNIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3395581
(FEI number, if applicable)
4. 2-26-01
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 02-15-02
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 309 23RD Street Suite 200 MIAMI BEACH FL 33139
220 Montgomery Ste 500 SAN FRANCISCO, CA 94104 (Headquarters)
(Street address of principal office)

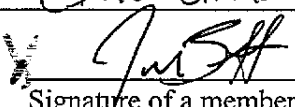
8. If limited liability company is a manager-managed company, check here ☒

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

HEADWATERS HOLDINGS, LLC 220 Montgomery St.
Ste. 500 SAN FRANCISCO, CA 94104 - Jon Ungar, Manager
& John M. Braniff 143 PARK ST. SAN RAFAEL CA 94901
-CEO

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: NASD Broker -
Dealer (Investments)


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.)

John M. Braniff

Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Redwood Trading, LLC

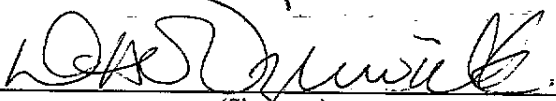
2. The name and the Florida street address of the registered agent and office are:

Dawn Dzewicki
(Name)

309 23RD STREET SUITE 200
Florida street address (P.O. Box **NOT** ACCEPTABLE)

MIAMI BEACH FL 33139
(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)

\$ 155



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 26th day of February, 2001, REDWOOD TRADING, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
26th day of March, 2002.



Bill Jones

BILL JONES
Secretary of State