

Law Offices

# HOLLAND & KNIGHT LLP

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May 16, 2002

L. JAMES DICKSON  
727-824-6117

Internet Address:  
jdickson@hklaw.com

VIA UPS

5/17  
MAIL-12  
Department of State  
Division of Corporations  
Attn: Buck Kohr  
409 East Gaines Street  
Tallahassee, Florida 32399

CF-125

BK

Re: MW Pritchard, Hubble & Herr LLC

Dear Mr. Kohr:

Enclosed, in accordance with your conversation with David King of our firm, we are enclosing the following:

- 1) Original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida on behalf of MW Pritchard, Hubble & Herr, LLC (the "Company").
- 2) A Certificate issued by the Secretary of State of Delaware evidencing the Company's existence.
- 3) The Company's check in the amount of \$125 for the filing fee, including the designation of registered agent fee.

The Company began business in Florida on January 2, 2001. As discussed earlier with David King, we request, on behalf of our client, that the penalties for failure to timely qualify be abated. The Company is the successor in interest to Pritchard, Hubble & Herr, Inc., a Florida corporation (now known as PHH Holding Company, Inc.) the assets of which were acquired by the Company on January 1, 2001. While the Company retained another law firm as legal counsel in that matter, the Company was not advised that it needed to qualify to do business in Florida. We were recently engaged by the Company in an unrelated matter and discovered the failure and, consequently, this Application is being filed. There was never any intent on behalf of the Company to circumvent the legal requirements.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Secretary of State  
May 16, 2002  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Your abatement of the penalty in this matter is respectfully requested.  
Please contact me if you need any additional information.

Very truly yours,  
HOLLAND & KNIGHT, LLP

By: 

L. James Dickson  
Senior Counsel

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:

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. M W Pritchard, Hubble & Herr, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3689165  
(FEI number, if applicable)
4. 11/14/2000  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 2, 2001 time and continues to be registered under Fla. Doc. NO. P93000087473.)  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 150 Second Avenue North, Suite 800  
St. Petersburg, Florida 33701  
(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:  
See attachment  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
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: Investment Advisory Services

William F. Hubble  
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.)  
William F. Hubble  
Typed or printed name of signee

**MW Pritchard, Hubble & Herr Board of Directors  
(Comprising the Managers)**

William F. Hubble, MBA, CFA  
CEO MW Pritchard, Hubble & Herr, LLC  
74040 Hwy 111, Suite #228  
Palm Desert, CA 92260

Anthony DeSantis, MBA  
Exec. VP - Director of Marketing Support - MW Pritchard, Hubble & Herr, LLC  
11732 Tinker's Landing  
Truckee, CA 96161

J. Kevin Dolan, MBA, CFP  
Exec. VP - Director of Strategic Planning and CFO - MW Pritchard, Hubble & Herr, LLC  
6130 Paddock Lane  
Cumming, GA 30040

Richard Hollander  
CEO Metropolitan West Financial (MWF)  
11440 San Vicente Blvd., 3<sup>rd</sup> Floor  
Los Angeles, CA 90040

Richard Schweitzer  
CFO MWF  
11440 San Vicente Blvd., 3<sup>rd</sup> Floor  
Los Angeles, CA 90040

Patrick Mitchell  
Chief Investment Officer MWF  
11440 San Vicente Blvd., 3<sup>rd</sup> Floor  
Los Angeles, CA 90040

William Quinn  
President AMR Investment Services (AMRIS)  
4151 Amon Carter Blvd.  
Fort Worth, TX 76155

Bart Roberson  
VP - Director of Sales & Marketing - AMRIS  
4151 Amon Carter Blvd.  
Fort Worth, TX 76155

Ronald Simmons  
17110 Dallas Pkwy, Suite 280  
Dallas, TX 75248

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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.

**FILED**  
MAY 17 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

M W Pritchard, Hubble & Herr, LLC

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

Kent R. Herr

(Name)

150 Second Avenue North, Suite 800

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

St. Petersburg FL 33701

(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.*

*Kent R. Herr*  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

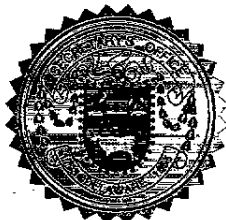
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MW FRITCHARD, HUBBLE & HERR, 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 THIRTIETH DAY OF APRIL, A.D. 2002.

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

FILED  
MAR 17 PM 2:32  
SECRETARY OF STATE  
DELAWARE



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

AUTHENTICATION: 1751318

DATE: 04-30-02