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NAUTILUS CAPITAL MANAGEMENT, LLC

The Atrium At Clearwater

601 Cleveland Street, Suite 320, Clearwater, Florida 33755

Tel: (727) 461-2100 Fax: (727) 461-1940

May 9, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/13/02--01106--023
****160.00 ****160.00

Dear Sirs:

Enclosed is a check for \$160.00 for the purpose of ; registering our limited liability company to transact business in the state of Florida, designating our registered agent, getting a certified copy of the applicable documents and getting a certificate of status.

You can call me at (727) 461-2100 if you have any questions. Thank you in advance for your help on this matter.

Sincerely,

Teresa Boettner
Office Manager

FILED
02 MAY 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. NAUTILUS CAPITAL MANAGEMENT, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2345433
(FEI number, if applicable)
4. SEPTEMBER 18, 2001
(Date of Organization)
5. December 31, 2051
(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. 601 Cleveland Street, Suite 320
Clearwater, FL 33755
(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:
H. John Rigg, 601 Cleveland St., Suite 320, Clearwater, FL 33755
Ron Sandmann, 601 Cleveland St., Suite 320, Clearwater, FL 33755
Valerie A. Barth, 601 Cleveland St., Suite 320, Clearwater, FL 33755
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 Management

H. John Rigg
Signature of a member or an authorized representative of a member.
(In accordance with section 608.406(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

H. John Rigg
Typed or printed name of signee

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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:

NAUTILUS CAPITAL MANAGEMENT, LLC


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

H. John Rigg
(Name)

601 Cleveland St., Suite 320
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Clearwater FL 33755
(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)

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TALLAHASSEE, FLORIDA

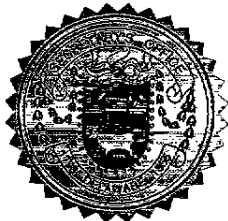
Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAUTILUS CAPITAL MANAGEMENT, 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 SEVENTH DAY OF MAY, A.D. 2002.

FILED
02 MAY 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1764515

DATE: 05-07-02