MARKET COUNSEL The Advisor's Advisor

August 8, 2002

VIA FEDERAL EXPRESS

Florida Department of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399 120 WALL STREET
PRINCETON, NJ 08540-1522
TEL. (809)-68-8-8777
FAX (600)-68-8-8777
FAX

RE: MarketCounsel, LLC

200007161732--6 -08/16/02--01027--003 ****130.00 ****130.00

Dear Sir or Madam:

Enclosed please find MarketCounsel's executed Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office. Also find an original Certificate of Short Form Standing along with a MarketCounsel, LLC check in the amount of \$130 for the following:

Filing Fee for Application \$100.00
Designation of Registered Agent \$25.00
Certificate of Status \$5.00

Should you have any questions or require any additional information regarding any of the foregoing, I remain available at your convenience using any of the methods listed above.

Yours truly,

MARKETCOUNSEL, LLC

Brian S. Hamburger, JD

Managing Director

O.

Encl.

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN C	OMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN TED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. <u>N</u>	MarketCounsel, LLC (Name of foreign limited liability company)
	(Name of foleigh infined hability company)
2. N	lew Jersey 3. 22-3738602 ₹ 2 0
(Ju	risdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
4.	June 23, 2000 5. perpetual
	June 23, 2000 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6.	August 1, 2002
·· _	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7	Florida Office - 15646 84th Avenue North, Palm Beach Gardens, FL 33418
	Principal Office - 120 Wall Street, Princeton, NJ 08540
-	(Street address of principal office)
8. I	f limited liability company is a manager-managed company, check here
9. T	The name and usual business addresses of the managing members or managers are as follows:
	Brian S. Hamburger, 120 Wall Street, Princeton, NJ 08540
-	
_	
•	
1	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: to provide business consulting
	services, and any other business not prohibited by law and take all actions incidental thereto.
_	-2hL
	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.)
	Brian S. Hamburger
	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 AGENTANTHE STATE OF FLORIDA.

1.	The	name	of the	Limited	Liability	Company	y is:
----	-----	------	--------	---------	-----------	---------	-------

MarketCounsel, LLC

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

	(Name)	
15646 84th Avenue North		
Florida street a	Idress (P.O. Box <u>NOT</u> ACCEPTABLE)	
Palm Beach Gardens	FT. 33418	

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.

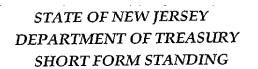
(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)



MARKETCOUNSEL, LLC

With the Previous or Alternate Name

MARKETCOUNSEL (Alternate Name)

MARKETCOUNSEL.COM (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on June 23, 2000.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Hamburger Law Firm, Llc 122 Wall St Princeton, NJ 08540

Continued on next page . . .

