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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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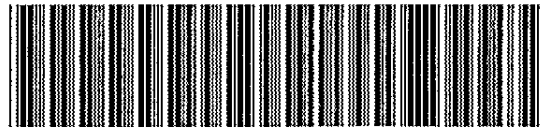
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# THOMPSON COBURN

*Thompson Coburn LLP  
Attorneys at Law*

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TALLAHASSEE, FLORIDA

One US Bank Plaza  
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314-552-6000  
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October 21, 2002

Rita S. Kazembe  
314-552-6077  
FAX 314-552-7077  
EMAIL rkazembe@  
thompsoncoburn.com

## VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Authorization to Transact Business

Dear Sir or Madam:

On behalf of our client, Reserve Capital Partners, LLC ("RCP"), an Illinois limited liability company, we respectfully request authorization for RCP to transact business in the State of Florida. In connection with this request, we enclose the following:

1. A check for \$125 made out to the Florida Department of State as filing fees;
2. A completed Application by a Foreign Limited Liability Company;
3. A Certificate of Designation of Registered Agent for the firm; and
4. A Certificate of Good Standing issued by the Illinois Secretary of State.

Thank you very much for your assistance in this matter, and please feel free to contact me at (314) 552-6077 if you have any questions.

Very truly yours,

Thompson Coburn LLP

By 

Rita S. Kazembe

Enclosures

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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 THE SECRETARY OF STATE  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Reserve Capital Partners, L.L.C.  
(Name of foreign limited liability company)
2. Illinois  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4465125  
(FEI number, if applicable)
4. August 29, 2001  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 676 N. Michigan Avenue, Suite 3110  
Chicago, Illinois 60611  
(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:  
Timothy J. Danis, 8235 Forsyth, Suite 1101, St. Louis, MO 63105  
Alwyn Wolfarth, 817 Beachland Blvd., Vero Beach, FL 32963
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: Providing investment advisory services

Timothy J. Danis  
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.)

Timothy J. Danis

Typed or printed name of signee

10/2/02

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

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SECRETARY OF STATE  
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:

Reserve Capital Partners, L.L.C.

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

Alwyn Wolfarth

(Name)

817 Beachland Blvd.

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

Vero Beach

FL

32963

(City/State/Zip)

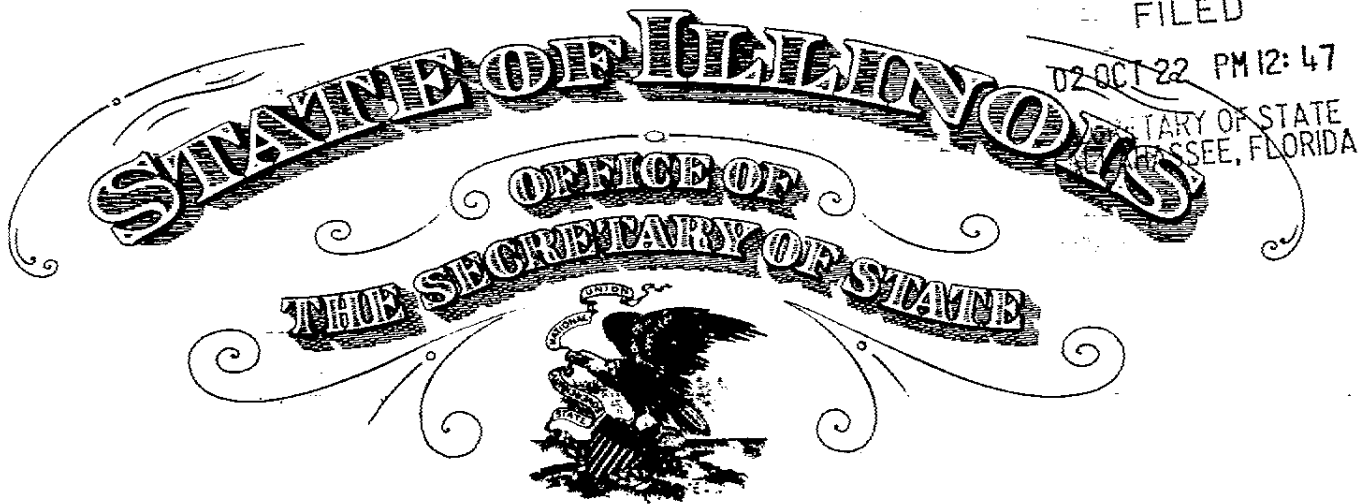
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.*

A. E. Wolfarth

(Signature)

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

File Number 0059599-3



*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

RESERVE CAPITAL PARTNERS, LLC,  
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON AUGUST 29, 2001,  
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED  
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING  
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT  
BUSINESS IN THE STATE OF ILLINOIS.



*In Testimony Whereof, I, hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois, this 8TH  
day of OCTOBER A.D. 2002.*

*Jesse White*

SECRETARY OF STATE