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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 31 2002

**STEVEN K. BAIRD, P.A.**  
ATTORNEY AT LAW

6301 Biscayne Boulevard  
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Miami, Florida 33138

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December 26, 2002

**Via FedEx**

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

**Re: Ogden Capital Advisors LLC, a Delaware limited liability company**

Ladies and Gentlemen:

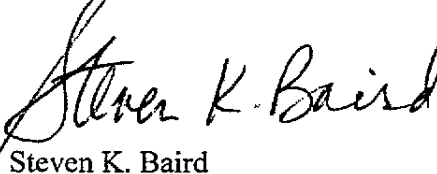
Enclosed for filing are an original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of Ogden Capital Advisors LLC, a Delaware limited liability company (the "Company"), along with the required Certificate of Designation of Registered Agent/Registered Office and an original certification of the Company's existence and good standing in Delaware.

Also enclosed is our check in the amount of \$130 for the filing fees and one certificate of status of the Company.

Please mail the certificate of status to the undersigned at the address above.

Please contact me at the number or address above if you have any questions.

Very truly yours,

  
Steven K. Baird

SKB:mjc  
encl.  
cc: Winfield Ogden

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TALLAHASSEE, FLORIDA

**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:*

1. Ogden Capital Advisors LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3449833  
(FEI number, if applicable)
4. 12-04-1998  
(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. 1521 Alton Road, #125  
Miami Beach, Florida 33139  
(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:

Winfield Ogden  
1521 Alton Road, #125  
Miami Beach, Florida 33139

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: manage investment  
fund and any and all purposes allowed by law

Winfield Ogden  
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.)

Winfield Ogden

Typed or printed name of signee

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**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:

Ogden Capital Advisors LLC

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

Steven K. Baird, P.A.

(Name)

6301 Biscayne Boulevard, Suite 208

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

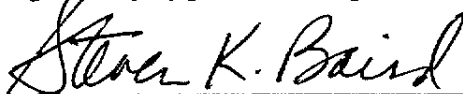
Miami

FL

33138

(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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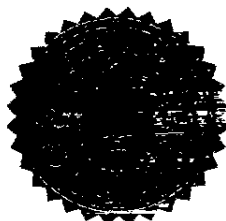
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN CAPITAL ADVISORS 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2002.

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TALLAHASSEE, FLORIDA



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

2976408 8300

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AUTHENTICATION: 2166116

DATE: 12-23-02