

M03000002255

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

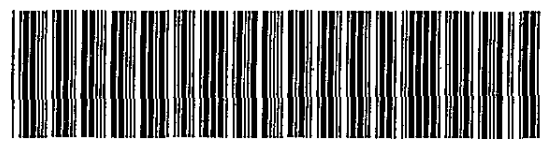
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/10/03--01020--013 **25.00

06/20/03--01036--010 **105.00

FILED
2003 JUL -9 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-18329

J. BRYAN JUN 26 2003

J. BRYAN JUL 10 2003

MTN CAPITAL PARTNERS LLC

June 17, 2003

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

FILED
2003 JUL -9 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: APPLICATION TO TRANSMIT BUSINESS IN FLORIDA

Dear Registrar:

Find attached herewith our application by foreign LLC for authorization to transact business in Florida.

Also attached is our check for \$105.00 for:

1. Filing Fee for Application
2. Certificate of Status

Please forward the Certificate of Status to the undersigned at the address below:

8111 Blaikie Court
Suite E
Sarasota, FL 34240

Sincerely,



Michael P. McKee, P.Eng., MBA
Senior Consultant

cc: M. Stigell



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 26, 2003

MICHAEL P. MCKEE
MTN CAPITAL PARTNERS LLC
38 EAST 32ND STREET
NEW YORK, NY 10016

SUBJECT: MTN CAPITAL PARTNERS LLC
Ref. Number: W03000018329

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2003 JUL -9 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MTN CAPITAL PARTNERS LLC and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 303A00038805

Chg to -> Dept of State

MTN CAPITAL PARTNERS LLC

July 7, 2003

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314
Attention: Mr. Joey Bryan

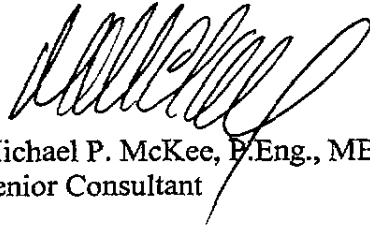
FILED
2003 JUL -9 PM 12:17
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: BALANCE DUE

Dear Mr. Bryan:

Attached is a check for the balance owing of \$25.00 for our application.

Sincerely,



Michael P. McKee, P.Eng., MBA
Senior Consultant

cc: File

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. MTN Capital Partners LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-2196149
(FEI number, if applicable)
4. 2/13/2003
(Date of Organization)
5. Perpetual
(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. 38 East 32nd Street, 3rd floor, New York, NY 10016
(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:

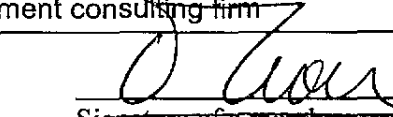
Moshe Meidar, Olivier Trouveroy and Dan Negrea

Business address of all of the above is: MTN Capital Partners LLC

38 East 32nd Street, 3rd floor, New York, NY 10016

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: Branch office
of management consulting firm


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.)

Olivier Trouveroy

Typed or printed name of signee

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2003 JUL -9 PM 12:17
TALLAHASSEE, FLORIDA
CORPORATIONS

**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:

MTN Capital Partners LLC

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

Michael McKee

(Name)

8111 Blaikie Court, Suite E

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

Sarasota

FL

34240

(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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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

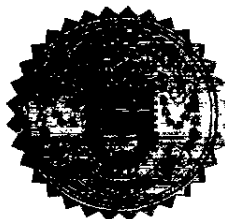
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTN CAPITAL PARTNERS 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 FOURTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MTN CAPITAL PARTNERS LLC" WAS FORMED ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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2009 JUL -9 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3625726 8300

AUTHENTICATION: 2453208

030369438

DATE: 06-04-03