

M03000002563

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

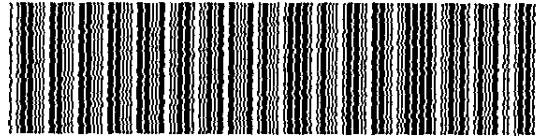
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07/28/03--01049--010 **125.00

FILED
03 JUL 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Molly A. McQueen
Vice President and General Counsel
molly.mcqueen@compassadv.com



July 10, 2003

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

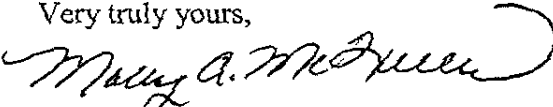
Re: Compass Analytics, LLC
Foreign LLC Registration

To Whom it May Concern:

Please find enclosed an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with a Certificate of Designation Registered Agent. A check payable to the Florida Department of State has also been enclosed to cover the \$125.00 filing and designation fees.

If you have any questions, please contact me at 503-241-7058.

Very truly yours,


Molly A. McQueen

03 JUN 28 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. COMPASS ANALYTICS, LLC
(Name of foreign limited liability company)
- 2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 51-0473436
(FEI number, if applicable)
- 4. JUNE 22, 2001
(Date of Organization)
- 5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. JULY 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3211 PONCE DE LEON, SUITE 101
CORAL GABLES, FLORIDA 33134
(Street address of principal office)

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03 JUL 28 AM 8:00
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TALLAHASSEE, FLORIDA

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:
JOSEPH K. MEYER, 3211 PONCE DE LEON, STE 101, CORAL GABLES
FL 33134

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: _____

FINANCIAL + INVESTMENT ANALYSIS

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.)

JOSEPH K. MEYER
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 AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Compass Analytics, LLC

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

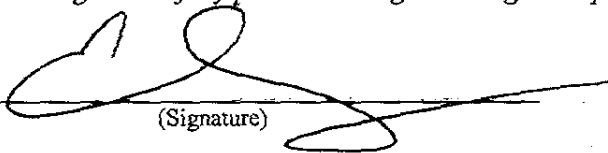
EDWARD A. KELLY
(Name)

3211 BOUCE DE LEON, SUITE 101
Florida street address (P.O. Box **NOT** ACCEPTABLE)

CORAL GABLES FL 33134
(City/State/Zip)

03 JUL 28 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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)

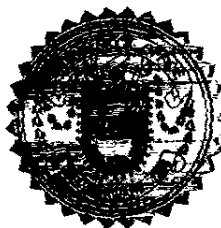
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPASS ANALYTICS, 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 TWELFTH DAY OF JULY, A.D. 2003.

FILED
03 JUL 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3407284 8300

AUTHENTICATION: 2524779

030449186

DATE: 07-12-03