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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

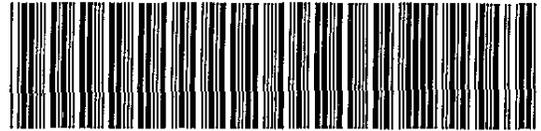
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Pam Hornsey
Office Manager

ATTORNEYS AT LAW

Robert Lerner
Collection Manager

September 5, 2003

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: HARVEST CAPITAL MANAGEMENT, L.L.C. dba Harvest Credit
Management, L.L.C.

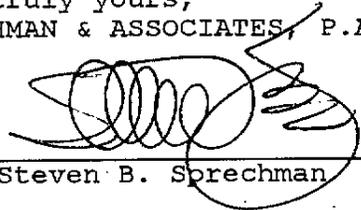
Dear Sirs:

Enclosed you will find the following to register the above-named
foreign limited liability company to transact business in Florida:

1. Check in the sum of \$125.00;
2. Certificate of Designation of Registered Agent;
3. Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida;
4. State of Colorado Department of State Certificate;
5. A Certificate of good Standing;
6. Certificate of Assumed or Trade Name;
7. Self-addressed stamped envelope.

Please forward to our office a letter of acknowledgment.

Very truly yours,
SPRECHMAN & ASSOCIATES, P.A.

By: 
Steven B. Sprechman

Encl: as above
self-addressed stamped envelope

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SECRETARY OF STATE
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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Harvest Capital Management, L.L.C.
(Name of foreign limited liability company)

2. Colorado 3. 84-1508044
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 22, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. _____
600 17th Street, 8th Floor, Denver, Colorado 80202
(Street address of principal office)

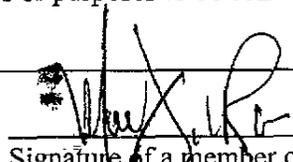
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Martin I. Ravin, 47 Golden Eagle Court, Greenwood Village, CO 80121

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: Debt Buyer



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.)

Martin I. Ravin

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Harvest Capital Management, L.L.C.

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

Steve Sprechman

(Name)

2775 Sunny Isles Boulevard, Suite 100

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

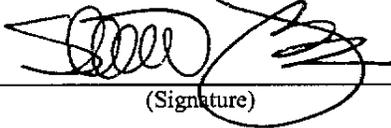
Miami

FL

33160

(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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

HARVEST CAPITAL MANAGEMENT, L.L.C.
(Colorado LIMITED LIABILITY COMPANY)
File # 19991137325

was filed in this office on July 22, 1999 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: August 5, 2003

For Validation:

Certificate ID: **693743**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

SECRETARY OF STATE