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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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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 REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. LEXICON CAPITAL PARTNERS, LLC
(Name of foreign limited liability company)

2. MASSACHUSETTS
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 02-0704608
(FEI number, if applicable)

4. F-20-03
(Date of Organization)

5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. 12-31-03
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 900 EAST ATLANTIC AVENUE #7
DELRAY BEACH, FL 33483
(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:

<u>GARY J. KOVNER</u>	<u>900 EAST ATLANTIC AV,</u>	<u>DELRAY BEACH, FL</u>
<u>WILLIAM G. NEEDLEMAN</u>	<u>" "</u>	<u>3348</u>
<u>RICHARD L. KOVNER</u>	<u>" "</u>	

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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: REAL ESTATE DEVELOPMENT AND ACQUISITION.

GARY J. KOVNER
Signature of a member of 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.)
GARY J KOVNER
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:

LEXICON CAPITAL PARTNERS, LLC

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

GARY J KOVNER

(Name)

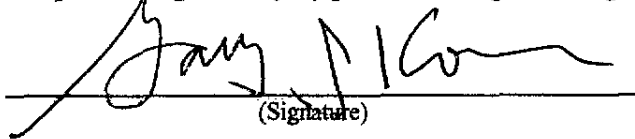
900 EAST ATLANTIC AVE. #7

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

DELRAY BEACH FL 33483

(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.

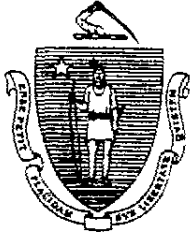

(Signature)

\$ 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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TALLAHASSEE, FLORIDA

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The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

January 2, 2004

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

LEXICON CAPITAL PARTNERS, LLC

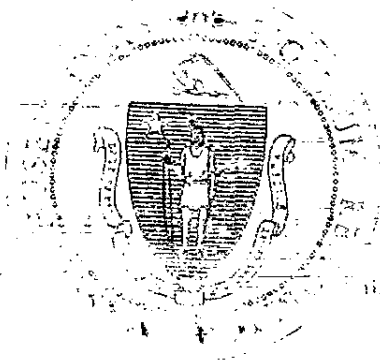
in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 20, 2003.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **GARY J. KOVNER**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **GARY J. KOVNER**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **GARY J. KOVNER**



In testimony of which,

I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth