

M04000001351

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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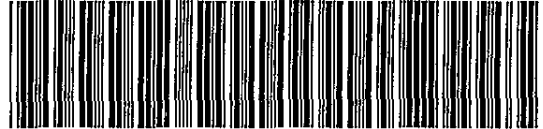
(Business Entity Name)

(Document Number)

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DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN APR - 9 2004

**HinckleyAllenSnyder** LLP  
ATTORNEYS AT LAW

28 State Street  
Boston, MA 02109-1775  
TEL: 617.345.9000  
FAX: 617.345.9020  
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March 26, 2004

**VIA OVERNIGHT MAIL**

Florida Department of State  
Registration Section  
Division of Corporations  
49 E. Gaines Street  
Tallahassee, FL 32399

Re: Scepter Capital, LLC

Dear Sir or Madam:

Please find enclosed for immediate filing, the following documents:

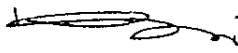
1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Good Standing issued by the State of Delaware; and
3. Check in the amount of one hundred twenty-five dollars (\$125.00) made payable to the Florida Department of State to cover the filing fee and the designation of Registered Agent's fee.

In addition, please also find enclosed a copy of the above-mentioned Application. Please date-stamp the copy as acknowledgment of receipt and return the same to my attention. An overnight return envelope has been provided for your convenience.

If you have any questions or are in need of additional information, please do not hesitate to contact me.

Sincerely,

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Antónia E. Lopes  
Paralegal

Enclosures

cc (w/encls.): Felipe Holguin, Manager (via e-mail)  
cc (w/o encls.): Andrew S. Rogovin, Esquire

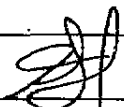
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TALLAHASSEE, FLORIDA

**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:*

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TALLAHASSEE, FLORIDA

1. Scepter Capital, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. March 15, 2004  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon the issuance of the Certificate of Authority to conduct business in the State of Florida.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 881 Ocean Drive, #12F  
Key Biscayne, FL 33149  
(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:  
Felipe Holguin, 881 Ocean Drive, #12F, Key Biscayne, FL 33149  
Jesse Michael Rodriguez, 881 Ocean Drive, #12F, Key Biscayne, FL 33149  
John Jay Chung, 881 Ocean Drive, #12F, Key Biscayne, FL 33149
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: Money management and financial advisory.

  
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.)

Felipe Holguin

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:

Scepter Capital, LLC

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

Felipe Holguin

(Name)

881 Ocean Drive, #12F

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

Key Biscayne

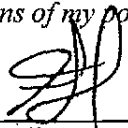
FL

33149

(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.*

By:



(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

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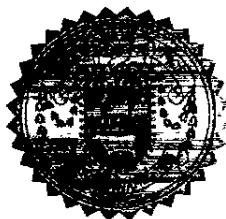
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCEPTER CAPITAL, 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 EIGHTEENTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCEPTER CAPITAL, LLC" WAS FORMED ON THE FIFTEENTH DAY OF MARCH, A.D. 2004.

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

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TALLAHASSEE, FLORIDA



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

3777071 8300

AUTHENTICATION: 2996343

040201218

DATE: 03-18-04