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2004-38627

FOREIGN LIMITED LIABILITY COMPANY

TelStar Capital LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
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October 15, 2004

CT CORPORATION SYSTEM

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CT CORPORATION

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 18, 2004

CT CORPORATION SYSTEM

SUBJECT: TELSTAR CAPITAL LLC
REF: W04000038027

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

IN COMPLIANCE WITH SECTION 608.08, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

✓1. TelStar Capital LLC
(Name of Foreign Limited Liability Company)

✓2. Delaware 3. 02-0572223
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3/12/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of this application
(Date first transacted business in Florida, if prior to registration, (See sections 608.501 & 608.502 F.S. to determine penalty liability))

7. 4106 Mariah Circle
Ft. Pierce, FL 34947
(Street Address of Principal Office)

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

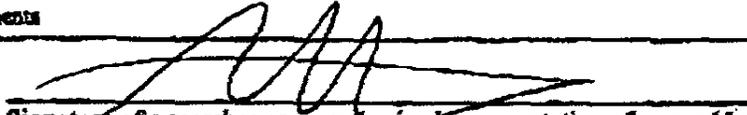
9. The name and usual business addresses of the managing members or managers are as follows:

Timothy G. Capron and Paul Knutson
4106 Mariah Circle
Ft. Pierce, FL 34947

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: _____

Private Equity Investments



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.)

Paul Knutson

Typed or printed name of signer

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:

TelStar Capital LLC

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

PAUL KNUTSON
(Name)

4106 Mariah Circle

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Ft. Pierce

FL

34947

City/State/Zip

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Having been named as registered agents 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, Florida Statutes.

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)

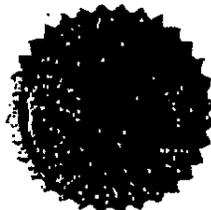
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELSIAR 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 FOURTEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3501573 8300

040742993

AUTHENTICATION: 3411501

DATE: 10-14-04