

m04-0000004649

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

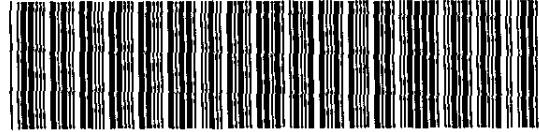
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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 10/19/04 BY 11148

10/28/04

ATTORNEYS AT LAW
SIMS MOSS KLINE & DAVIS LLP
A Limited Liability Partnership

J. ERIC VAN ATTA
Paralegal Specialist, Corporate & Securities
(770) 481-7232
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Three Ravinia Drive
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October 18, 2004

Suite 2211
67 Wall Street
New York, New York 10005
(212) 709-8255
FAX: (212) 422-0537

129 Third Street
Mincola, New York 11501
(516) 739-9009
FAX: (516) 739-9011

Division of Corporations
Attn: Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: State of Florida Foreign LP and Foreign LLC Registrations

Dear Sir or Madam:

Please find enclosed herewith the following documents:

- 1) One original and one copy of the *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida* ("Application") and *Affidavit of Capital Contributions for a Foreign Limited Partnership* ("Affidavit") submitted by each of NMH Management, L.P. and NMH Small Cap Value Fund, L.P.
- 2) One original and one copy of the *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* ("Application") and *Certificate of Designation of Registered Agent* submitted by each of NMH Advisors, LLC and NMH Investments, LLC.

Please note that NMH Investments, LLC is the general partner of NMH Management, L.P., and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of NMH Management, L.P.'s application.

Further note that NMH Management, L.P. is the general partner of NMH Small Cap Value Fund, L.P., and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of NMH Small Cap Value Fund, L.P. application.

A check made payable to the Florida Department of in the amount of \$2,122.50 representing filing fees for all four entity applications has also been enclosed. The fee breakdown is as follows:

- a. NMH Small Cap Value Fund, L.P. The application fee is \$1,750 and \$35.00 for the designation of registered agent, aggregating \$1,785.00.

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TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
October 18, 2004
Page 2.

- b. NMH Management, L.P. The application fee is \$52.50 and \$35.00 for the designation of registered agent, aggregating \$87.50.
- c. NMH Advisors, LLC and NMH Investments, LLC. The application filing fee is \$100.00 and designation of registered agent is \$25.00, aggregating \$125.00 for each LLC entity.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention using the enclosed self-addressed stamped envelope. Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,



J. Eric Van Atta

JEV
Enclosures

cc: Thomas B. Driscoll, III (w/o enclosures)
Gilbert H. Davis, Esq.

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NMH Advisors, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

J. Eric Van Atta
(Name of Person)

Sims Moss Kline & Davis LLP
(Firm/Company)

Three Ravinia Drive, Suite 1700
(Address)

Atlanta, Georgia 30346
(City/State and Zip Code)

For further information concerning this matter, please call:

J. Eric Van Atta at (770) 481-7232
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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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:*

1. NMH Advisors, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 34-2009552
(FEL number, if applicable)
4. August 10, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 6, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 12230 Forest Hill Blvd., Suite 173, Wellington, FL 33414
(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:

Thomas B. Driscoll, III, 12230 Forest Hill Blvd., Suite 173, Wellington, FL 33414

Paul G. Meeks, Meeks and York, LLC, 5 Vaughn Drive, Suite 119, Princeton, NJ 08540

Hassan M. Tabbah, 6 Jofran Lane, Greenwich, CT 06830

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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: Investment Management

Thomas B. Driscoll III
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.)

Thomas B. Driscoll, III

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:

NMH Advisors, LLC

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

Thomas B. Driscoll, III

(Name)

12230 Forest Hill Blvd., Suite 173

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

Wellington,

FL 33414

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, Florida Statutes.


(Signature)

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TALLAHASSEE
FLORIDA

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

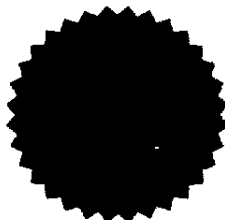
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NMH ADVISORS, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NMH ADVISORS, LLC" WAS FORMED ON THE TENTH DAY OF AUGUST, A.D. 2004.

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



3840666 8300

040670900

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3355217

DATE: 09-16-04

LAW OFFICES
Case & Muffler
A LIMITED LIABILITY PARTNERSHIP

SUITE 102
2810 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

JAMES L. CASE,*
STEPHEN C. MUFFLER, LL.M.
*ALSO MEMBER MICHIGAN BAR

(954) 563-1000
FAX (954) 565-2047
WEB SITE www.floridaclosings.com

October 14, 2004

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

Re: Sandy Holdings, LLC
Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company

Dear Sir/Madame:

Enclosed please find a fully executed Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company as to Sandy Holdings, LLC, together with this firm's trust account check in the amount \$35.00, which represents your fee for same. Once you have filed the Statement, please forward confirmation of the change(s) to this office at your earliest convenience.

Sincerely,

JAMES L. CASE, P.A.



Katie Osborne
Legal Assistant

/klo
encs.

OCT 18 AM 11:33
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR
LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Sandy Holdings, LLC

2. The mailing address of the limited liability company is : 1555 N.E. 35 Street, Oakland Park, Florida 33334

September 22, 2004

3. Date of filing/registration in Florida

L04000069136

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Florida is Filings, Inc.

Name

3732 Northwest 16th Street

Address

Fort Lauderdale, FL 33311

City, State and Zip

6. The name and address of the new registered agent and/or office:

Frank Taplin

Name

1555 N.E. 35 Street

Address

Oakland Park, FL 33335

City, State and Zip

TALLAHASSEE, FLORIDA

04 OCT 18 AM 11:33

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Frank Taplin
(Signature of a member or authorized representative of a member)

FRANK TAPLIN
(Printed or typed name of signee)

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 relative 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/or in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Frank Taplin
(Signature of Registered Agent)