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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : USA CORPORATE SERVICES INC.
Account Number : I20000000220
Phone : (800) 891-7432
Fax Number : (518) 433-1489

2004 NOV 23 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY
WATCHPOINT ASSET MANAGEMENT LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 02 |
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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 23, 2004

USA CORPORATE SERVICES, INC.

SUBJECT: WATCHPOINT ASSET MANAGEMENT LLC
REF: W04000042972

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your form has an incorrect title, refers to the incorrect statute, and refers to the LLC as a corporation. Please use our form, which is available at www.sunbiz.org.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H04000232430
Letter Number: 904A00066418

Application For
Certificate of Authority (((H04000232430 3)))
of
WATCHPOINT ASSET MANAGEMENT LLC

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. The name of the limited liability company is WATCHPOINT ASSET MANAGEMENT LLC
2. The limited liability company was organized on the 4th day of December 2001, with perpetual duration under the laws of the State of Delaware.
3. The date first transacted business in Florida: Upon Filing
4. The main address of the limited liability company is located at:

1508 BAY ROAD, SUITE N 1443, MIAMI, FL 33139

5. The purpose(s) of the limited liability company authorized in home state or country to be carried out in the State of Florida: Investment Advisors.

6. The address of the limited liability companies registered office, upon whom process against the limited liability company may be served, and the name of the agent therein is:

STEPHEN WATSON, 1508 BAY ROAD, SUITE N 1443, MIAMI, FL 33139

7. **Registered agent's acceptance:** *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 application, 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 duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

X

STEPHEN WATSON

8. The limited liability company will be managed by the members. The name and address of the member of the limited liability company is:

STEPHEN WATSON, 1508 BAY ROAD, SUITE N 1443, MIAMI, FL 33139

In Witness Whereof, the undersigned has hereunto signed this Application for Authority on the 23rd day of November 2004.

X

STEPHEN WATSON
President

(((H04000232430 3)))

Delaware

The First State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATCHPOINT ASSET MANAGEMENT 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 NOVEMBER, A.D. 2004.

2004 NOV 28 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3
DATE:

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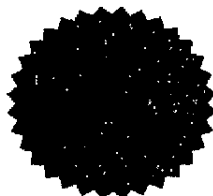
Delaware

PAGE 1

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3488167

DATE: 11-18-04