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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 20, 2004

MARK FIDELMAN  
1042-B NORTH EL CAMINO REAL  
ENCINITAS, CA 92024

SUBJECT: KELMAR CAPITAL PARTNERS, LLC  
Ref. Number: W04000038657

We have received your document for KELMAR CAPITAL PARTNERS, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6890.

Jason Merrick  
Document Specialist

Letter Number: 404A000603

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TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kelmar Capital Partners, 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:

Mark Fidelman  
(Name of Person)

Kelmar Capital Partners, LLC  
(Firm/Company)

1042-B North El Camino Real,  
(Address)

Encinitas, Ca 92024  
(City/State and Zip Code)

For further information concerning this matter, please call:

Debbie Fidelman at ( 707 ) 538-7340  
(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

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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

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Kelmar Capital Partners, LLC  
(Name of Foreign Limited Liability Company)
2. California/San Diego County 3. 20-1021368  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 12, 2004 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1042B North El Camino Real, Encinitas, CA 92024  
(Street Address of Principal Office)

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

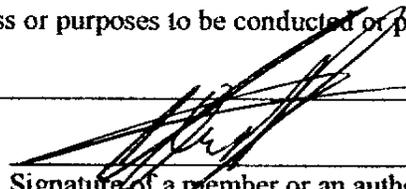
9. The name and usual business addresses of the managing members or managers are as follows:

Mark Fidelman 7933 Paseo Membrillo, Carlsbad, CA 92009

Kelly Fidelman (Same)

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 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.)

Mark Fidelman

\_\_\_\_\_  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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**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:

Kelmer Capital Partners, LLC

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

J.A. Barnett Realty Group (with Peter Barnett)

(Name)

41011 Kennedy Blvd #200 3802 Gwan Hwy Suite D

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

Tampa

FL 38000-1404 33618

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)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF GOOD STANDING  
CALIFORNIA LIMITED LIABILITY COMPANY**

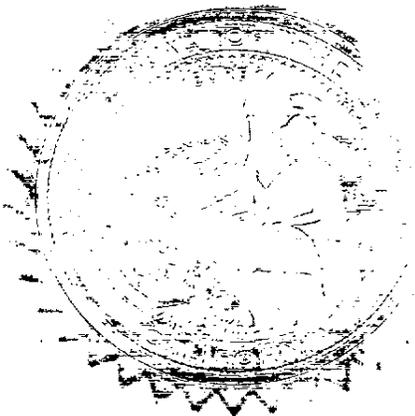
I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 15<sup>th</sup> day of March, 2004, **KELMAR CAPITAL PARTNERS, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 2, 2004.



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State

no