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05 JAN 24 PM 1:09
TALLAHASSEE, FLORIDA

3-2-05



Bonita Bay Executive Center I
3451 Bonita Bay Boulevard, Suite 206
Bonita Springs, FL 34134
Tel: 239.344.1100 • Fax: 239.498.6225 • www.henlaw.com

Fort Myers • Sanibel

Reply to
Marianne H. LePera
Direct Dial Number 239.344.1366
E-Mail: marianne.lepera@henlaw.com

January 19, 2005

VIA U.S. Mail

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

Re: Registration of a Foreign LLC in Florida
Meridian Capital Partners International, LLC

FILED
05 JAN 24 PM 1:09
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

This package is submitted to register a Delaware Limited Liability Company to Transact Business in Florida. This package contains the following:

- 1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- 2) Certificate of Designation of Registered Agent/Registered Office;
- 3) Original of Certificate of Existence and Good Standing from the Secretary of State of Delaware;
- 4) Copy of Delaware Certified Certificate of Formation; and
- 5) Filing fee of \$155.00.

Please provide a certified copy of the foreign registration (the fee of \$30.00 is included in the filing fee mentioned above).

Please provide as soon as possible via facsimile to (239) 498-6225, a letter confirming the registration of this LLC, as we need such confirmation in order to establish our bank account. Thank you for your assistance.

Sincerely,

Marianne H. LePera
Counsel for Meridian Capital International
Partners, LLC

MHL/lsm
Enclosures

cc: R. Mosny
#1278009

Henderson, Franklin, Starnes & Holt, P.A.

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Meridian Capital Partners International, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 6, 2004 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon Florida approval
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)


7. c/o American Gallery Homes, 1342 Colonial Blvd., Suite 27
Fort Myers, FL 33907
(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:
Rudolf Y. Moeny
1342 Colonial Blvd., Suite 27
Fort Myers, FL 33907

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: Consulting


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.)
Rudolf Y. Moeny

Typed or printed name of signee

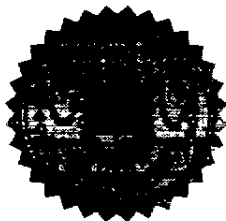
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05 JAN 24 PM 11:09
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERIDIAN CAPITAL PARTNERS INTERNATIONAL, 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3891499 8300

AUTHENTICATION: 3581076

040878177

DATE: 12-28-04