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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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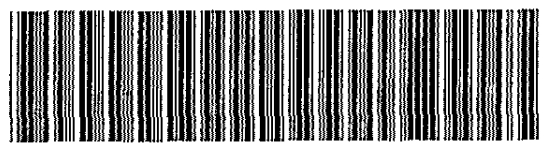
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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A Limited Liability Partnership

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March 24, 2005

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FAX: (516) 739-9011

Division of Corporations
Attn: Ms. Agnes Lunt
409 East Gaines Street
Tallahassee, FL 32399

RE: Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application") and Certificate of Designation of Registered Agent submitted by **SRQ Capital Management, LLC**.

Dear Sir or Madam:

Please find enclosed herewith 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 **SRQ Capital Management, LLC**. A check made payable to the *Department of State* in the amount of \$125 representing the applicable Application and Designation filing fees has also been enclosed.

Please send the filing acknowledgments to my attention. Should you have any questions and/or need additional information, please contact me at your earliest convenience. Thank you for your help in this matter.

Sincerely yours,


J. Eric Van Atta

JEV
Enclosures

cc: Gilbert H. Davis, Esq.

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SRQ Capital Management, 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)

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TALLAHASSEE, FLORIDA

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

**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. SRQ Capital Management, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1670989
(FEI number, if applicable)
4. February 17, 2005
(Date of Organization)
5. December 31, 2099
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 1, 2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 2000 Webber Street, Sarasota, Florida 34239
(Street Address of Principal Office)

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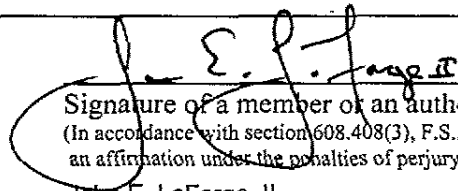
8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

John E. LaForge, II, 2000 Webber Street, Sarasota, Florida 34239

Gary Fletcher, 2000 Webber Street, Sarasota, Florida 34239

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


Signature of a member of 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.)
John E. LaForge, II
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:

SRQ Capital Management, LLC

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

John E. LaForge, II

(Name)

2000 Webber Street

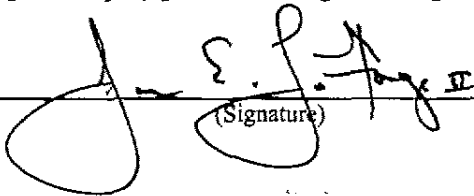
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Sarasota,

FL 34239

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)

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TALLAHASSEE, FLORIDA

Delaware

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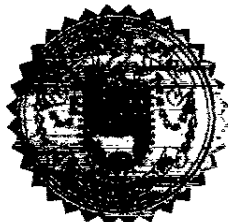
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SRQ CAPITAL 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 TWENTY-FIRST DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SRQ CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3695105

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DATE: 02-21-05