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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

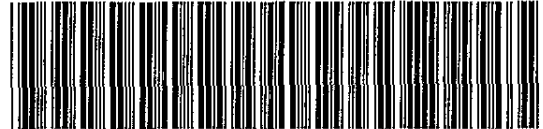
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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October 27, 2005

**Shook,  
Hardy &  
Bacon** LLP  
www.shb.com

Miami Center, Suite 2400  
201 South Biscayne Boulevard  
Miami  
Florida 33131-4332  
305.358.5171  
305.358.7470 Fax

**Via Federal Express**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Registration of Foreign Corporations**

Dear Representative:

Enclosed are completed applications to register two foreign corporations as authorized to conduct business in Florida.

As indicated on each application, the names of the entities are SFM Investment Partners, LLC and Mid-Atlantic Healthcare Partners, LLC, and they are based in Delaware and Maryland, respectively. In mid-2004, each entity agreed to invest in a Florida entity called Service First Mortgage, LLC ("Service First"), and each investment entity engaged in limited financial activity related to the funding of their investments. Each entity has since remained a passive investor in Service First, in that neither has taken any active or direct role in managing Service First or its operations, and neither has engaged in other business activity in Florida.

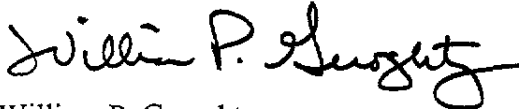
In August 2005, the investment entities filed an action in Florida state court against Service First's outside accountants. The accountants moved to dismiss the Complaint, citing section 607.1502, Florida Statutes. In their motion, the accountants did not identify any specific activity that they alleged constitutes "transacting business" within the meaning of section 607.1502. While the investment entities do not accept that their limited investment activities qualify as "transacting business" for purposes of section 607.1502, *see* Fla. Stat. § 607.1501(2); *Crockin v. Boston Store of Ft. Myers*, 137 Fla. 853, 859 (1939), they seek to avoid the delay and expense associated with contesting the motion, particularly as it concerns an issue peripheral to their lawsuit.

Accordingly, the investment entities are submitting the enclosed applications to register as authorized to conduct business in Florida. Please do not hesitate to contact me, or our Maryland co-counsel who also have knowledge about these matters, William J. Murphy or Daniel P. Moylan, should you have any questions. Mr. Murphy and Mr. Moylan may be reached at 410-783-7000.

Geneva  
Houston  
Kansas City  
London  
Miami  
Orange County  
Overland Park  
San Francisco  
Tampa  
Washington, D.C.

Thank you for your attention to our applications.

Very truly yours,



William P. Geraghty

Encls.

cc: William J. Murphy, Esq.  
Daniel P. Moylan, Esq.

Shook,  
Hardy &  
Bacon, L.L.P.  
www.shb.com  
Page 2

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SFM Investment 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:

William P. Geraghty  
(Name of Person)

Shook, Hardy & Bacon LLP  
(Firm/Company)

Suite 2400, Miami Center; 201 S Biscayne Blvd  
(Address)

Miami, Florida 33131-4332  
(City/State and Zip Code)

For further information concerning this matter, please call:

William P. Geraghty at ( 305 ) 358-5171  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SFM Investment Partners, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-1091235  
(FEI number, if applicable)
4. April 22, 2004  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 2401 York Road  
Timonium, Maryland 21093  
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☐

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

Armando Cignarale, 2401 York Road, Timonium, Maryland 21093  
Daniel Hirschfeld, 2401 York Road, Timonium, Maryland 21093

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: Conducting investment  
into a Florida entity. See cover letter dated October 27, 2005.

Daniel Hirschfeld / CPH  
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.)

Daniel Hirschfeld  
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:

SFM Investment Partners, LLC

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

William P. Geraghty

(Name)

Suite 2400, Miami Center; 201 S Biscayne Blvd

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

Miami

FL 33131-4332

City/State/Zip

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*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.*

William P. Geraghty

(Signature)

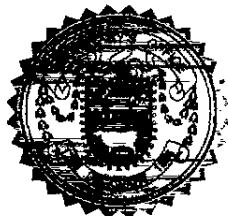
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEI INVESTMENT PARTNERS, 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 THIRTEENTH DAY OF OCTOBER, A.D. 2005.



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050821445

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4223462

DATE: 10-13-05