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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Morgenthau Management, LLC

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Morganstan 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:

Michael P. Andzel
(Name of Person)

Morganstan Venture Partners, LLC
(Firm/Company)

6730 N. Andrews Ave - Suite 250
(Address)

Fort Lauderdale, FL 33309
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael P. Andzel at (954) 463-0501 x.103
(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 \$135.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.03, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Morganstan Management, LLC
(Name of Foreign Limited Liability Company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FBI number, if applicable)

4. August 4, 2003
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will come to exist or "perpetual")

6. Did not transact business in Florida prior to registration.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.901 & 608.902 F.S. to determine penalty liability)

7. 6750 N. Andrews Ave - Suite 250
Fort Lauderdale, FL 33309
(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:

Anthony R. Morganstan: 6750 N. Andrews Ave - Suite 250; Fort Lauderdale, FL 33309

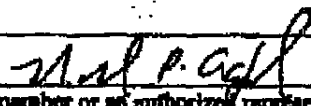
Michael P. Antzel: 6750 N. Andrews Ave - Suite 250; Fort Lauderdale, FL 33309

Douglas J. Bedacht: 6750 N. Andrews Ave - Suite 250; Fort Lauderdale, FL 33309

Tami L. Frazier: 6750 N. Andrews Ave - Suite 250; Fort Lauderdale, FL 33309

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 or an authorized representative of a member.
(In accordance with section 608.908(1), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Michael P. Antzel, MANAGER
Typed or printed name of signer

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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:

Meridian Management, LLC

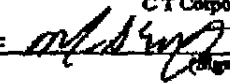
2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box ~~NOT~~ ACCEPTABLE)

Plantation, Florida 33324
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.

By:  (Signature)
C T Corporation System
Mark S. Eppley
Assistant Vice-President
and Secretary

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

Delaware

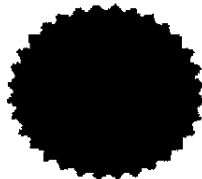
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGENTHAU 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 TENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4584817

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DATE: 03-10-06