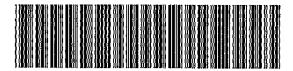
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TAIL AHASSEE, FLORIDA

COVER LETTER

TO: Registration Section Division of Corporations
SUBJECT: 1848 Capital Partners LLC
SUBJECT: 1848 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:
Mary Ann Powell
(Name of Person)
Delaware Corporate Services Inc.
(Firm/Company)
222 Delaware Avenue 10th Floor
(Address)
Wilmington, DE 19801
(City/State and Zip Code)
For further information concerning this matter, please call:
Mary Ann Powell 888-6839
(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: S125.00 Filing Fee S130.00 Filing Fee S155.00 Filing Fee S160.00 Filing Fee, Certificate Certificate of Status Certified Copy of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. 1848 Capital Partners LLC (Name of Foreign Limited Liability Company)		
2. Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)		
company is organized) 4. March 3, 2006 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)	AY -I	<u> </u>
7. — 1221 Brickell Avenue, Suite 2660	===	<u>m</u>
Miami, FL 33131 (Street Address of Principal Office)	=	
8. If limited liability company is a manager-managed company, check here	<u></u>	
9. The name and usual business addresses of the managing members or managers are as follows:		
Joseph Docrosa, Jr. 1221 Brickell Ave. Swite 2660 Mian	mi,{	FL 3313
David Neithard + "	- ·	
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recthe 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 each of the translator must be submitted.)	- cords ir	1
11. Nature of business or purposes to be conducted or promoted in Florida: Consulting	-	
Signature of a member or autuulnotized copresentative oil a member. (in accomband with section 60% 10% (The section of this document constitutes an attendant under the penalties of pagary that the facts stated herein are sune.)	.•	
Joseph PaGrasa Tr. Typed or printed name of signes		

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:		
}	1848 Capital Partners LLC		
2.	The name and the Florida street address of the registered agent and office are:		
	ANNE Nichols.	08 H	
	(Name)	7	=
	1221 Brickell Ave. Suite 2660 Florida Street Address (P.O. Box NOT ACCEPTABLE)	- AHI	
	Miami FL 3313) FL	91 :1	
	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.

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

Delaware

PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1848 CAPITAL 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 SIXTH DAY OF MARCH, A.D. 2006.



Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 4567727

DATE: 03-06-06

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