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#### **COVER LETTER**

TO: Registration Section Division of Corporations		
SUBJECT: Excelsior Capital Advisors, LLC		
(Name of Limited Liability Company)		
The enclosed "Application by Foreign Limited Liabilit Florida," Certificate of Existence, and check are submiliability company to transact business in Florida		
Please return all correspondence concerning this matter	r to the following:	
Kathleen A. Grace		
(Name of Person)		
Excelsior Capital Advisors, LLC		
(Firm/Company)		
4651 North Federal Highway		
(Address)		
Boca Raton, FL 33431		
(City/State and Zip Code)		
For further information concerning this matter, please call:		
Kathleen Grace	<sub>t (</sub> 561 <sub>)</sub> 715-0554	
(Name of Person)	(Area Code & Daytime Telephone Number)	
	REET ADDRESS:	
	vision of Corporations ifton Building	
Tallahassee, FL 32314 26	61 Executive Center Circle llahassee, FL 32301	
Enclosed is a check for the following amount:  \$\sum{1}\\$125.00 \text{ Filing Fee} \sum{\$\sum{1}\\$130.00 \text{ Filing Fee} & \sum{\$\sum{Certificate of Statu}}\$	\$155.00 Filing Fee & \$160.00 Filing Fee, Certificate 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:

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. Excelsior Capital Advisors, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")
<sub>2.</sub> Delaware <sub>3.</sub> 26-0515859
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 4/1/2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 08/15/07
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 4651 North Federal Highway
Boca Raton, FL 33431
(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:
Kathleen A. Grace
Excelsior Capital Advisors, LLC
4651 North Federal Highway, Boca Raton, FL 33431
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
Advisor
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.)  Kathleen A. Grace

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:
Excelsior Capital Advisors, LLC
If name unavailable, the alternate name to be used in the state of Florida is:
2. The name and the Florida street address of the registered agent and office are:
Kathleen A. Grace
(Name)
4651 North Federal Highway  Florida Street Address (P.O. Box NOT ACCEPTABLE)
Boca Raton FL
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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\$ 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 "EXCELSIOR CAPITAL ADVISORS, 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-THIRD DAY OF AUGUST, A.D. 2007.

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Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5947627

DATE: 08-23-07