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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Rosa Wong, Paralegal  
Account Name : AKERMAN SENTERFITT (MIAMI)  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

1848 CAPITAL HOLDINGS LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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Corporate Filing Menu

Help

H08000010617 3

**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 HOLDINGS LLC  
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. DECEMBER 28, 2007 5. PERPETUAL  
(Date of Organization) (Duration: Year (limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1221 BRICKELL AVENUE, SUITE 2660  
MIAMI, FLORIDA 33131  
(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:

1848 CAPITAL PARTNERS LLC, 1221 BRICKELL AVENUE, SUITE 2660, MIAMI, FLORIDA 33131

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: \_\_\_\_\_

ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

Joseph DaGrosa, Jr., Manager of 1848 Capital Partners LLC

Joseph DaGrosa, Jr.  
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.)

JOSEPH DAGROSA, JR.

Typed or printed name of signer

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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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:

1848 CAPITAL HOLDINGS LLC

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

ANNE NICHOLS

(Name)

1221 BRICKELL AVENUE, SUITE 2880

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

MIAMI

FL 33131

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.*

Anne Nichols, Registered Agent

By: Anne Nichols  
(Signature)

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TALLAHASSEE  
FLORIDA

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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)

H08000010617 3

H08000010617 3

# Delaware

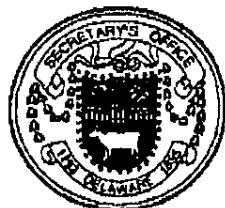
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1848 CAPITAL HOLDINGS 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 JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "1848 CAPITAL HOLDINGS LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007.

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



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6301274

DATE: 01-10-08

H08000010617 3