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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

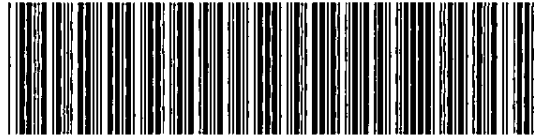
(Document Number)

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TALLAHASSEE, FLORIDA

1008-12183

M. Thomas APR 15 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Niche Capital 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:

Christopher J. Mahoney, Esq.
(Name of Person)

Rubin, Hay & Gould, P.C.
(Firm/Company)

205 Newbury Street
(Address)

Framingham, MA 01701
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Christopher J. Mahoney at (508) 875-5222
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2008

CHRISTOPHER J MAHONEY, ESQ
205 NEWBURY STREET
FRAMINGHAM, MA 01701

SUBJECT: NICHE CAPITAL LLC
Ref. Number: W08000012183

We have received your document for NICHE CAPITAL LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is M07000001757.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or

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your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 408A00014313

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TALLAHASSEE, FLORIDA

RUBIN, HAY & GOULD, P.C.
ATTORNEYS AT LAW

MEREK S. RUBIN
JONATHAN M. HAY
RODNEY E. GOULD*
CHRISTOPHER J. MAHONEY
ROBERT C. MUELLER†
CRAIG S. HARWOOD‡
MELISSA B. PARADIS

* ALSO ADMITTED IN NY, DC, CA, NH & PA
† ALSO ADMITTED IN RI
‡ ALSO ADMITTED IN NY

205 Newbury Street P.O. Box 786 Framingham, MA 01701
(508) 875-5222 FAX (508) 879-6803 www.rhglaw.com

OF COUNSEL
ARNOLD L. SLAVET

April 9, 2008

CERTIFIED MAIL
Return Receipt Requested

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Formation of Niche Capital LLC (new entity)

Dear Sir/Madam:

Enclosed for filing please find the following documents relating to the Application by a Foreign LLC for Authorization to Transact Business in Florida for the new Niche Capital LLC entity together with your letters of March 7 and 11, 2008:

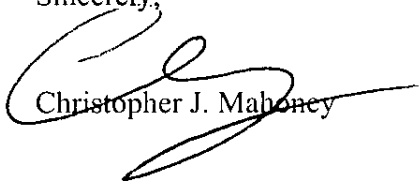
1. Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Certificate of Designation of Registered Agent/Registered Office
3. Certificate of Existence in Massachusetts
4. Letter for use of same name
5. Certificate of Good Standing in Massachusetts

This submittal was rejected by your office last month because the dissolution of the conflicting named entity (also submitted by this office in the same package) lagged behind the formation of this new entity.

As indicated in your letter, you have the \$155 filing fee previously submitted.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely,


Christopher J. Mahoney

CJM:clv
Enclosures
cc: Andrew Gruber

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TALLAHASSEE FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Niche Capital 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.")

2. Massachusetts 3. 26-1505163
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 27, 2007 5. perpetual
(Date of Organization) (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. 43 Bristol Road, Wellesley, MA 02481
(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:

Andrew Gruber, 43 Bristol Road, Wellesley, MA 02481

Farid A. Gazizov, 403 South Sapodilla Ave., Apt. 512, West Palm Beach, FL 33401

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: To invest and reinvest in securities of different types and classes, including without in any way limiting the generality thereof, mutual funds, stocks, bonds, notes, debentures and certificates of interest or participation, and in other personal property without limitation or restriction.

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.)

Andrew Gruber, Manager

Typed or printed name of signee

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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:

Niche Capital LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

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

Farid A. Gazizov

(Name)

403 South Sapodilla Ave., Apt. 512

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

West Palm Beach, FL 33401

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.

BY: Farid Gazizov
Farid A. Gazizov

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



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

April 1, 2008

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

NICHE CAPITAL LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **November 27, 2007.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
ANDREW GRUBER, FARID A. GAZIZOV

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **ANDREW GRUBER, FARID A. GAZIZOV**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **NONE**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



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TREASURER OF FLORIDA