

**CORPORATE
ACCESS,
INC.**

11160 TOLL FREE 1-800-451-1116
P.O. Box 706 (301) 570-7066
11160 TOLL FREE 1-800-451-1116
P.O. Box 706 (301) 570-7066

PICK UP

1/24/97 1:00 ☺

☒ **CERTIFIED COPY**

☒ **CUS**

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LLC (Foreign)

1.) Capital Finance, LLC
 (CORPORATE NAME & DOCUMENT #)

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-01/28/97--01160--019
******201.25 ****201.25**

2.) _____
 (CORPORATE NAME & DOCUMENT #)

3.) _____
 (CORPORATE NAME & DOCUMENT #)

4.) _____
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5.) _____
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6.) _____
 (CORPORATE NAME & DOCUMENT #)

7.) _____
 (CORPORATE NAME & DOCUMENT #)

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 (CORPORATE NAME & DOCUMENT #)

10.) _____
 (CORPORATE NAME & DOCUMENT #)

J. TAX 8.75
FILING 105.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 201.25
N. BANK 9 261.25
BALANCE DUE _____
FEED _____

BK

1/24/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 3:37

RECEIVED
97 JAN 24 AM 11:56
DIVISION OF CORPORATION
File First

SPECIAL INSTRUCTIONS

**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. CAPITAL FINANCE, LLC, a Connecticut limited liability company
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

3. 06-1458318
(FBI number, if applicable)

5. December 31, 2056
(Duration: Year limited liability company will cease to exist or perpetual)

6. has not begun to transact business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.105, F.S.)

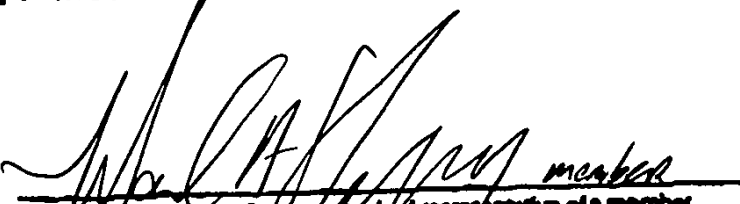
7. 67 Prospect Avenue, Suite 202
West Hartford, Connecticut 06106
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 3:38The undersigned member or authorized representative of a member of CAPITALFINANCE, LLC, a Connecticut limited liability company deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$100.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 605.01(1), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Mark A. Shapiro, Managing Member

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 24 PM 3:38

1. The name of the corporation is: CAPITAL FINANCE, LLC, a Connecticut
limited liability company

2. The name and address of the registered agent and office is:

Neil S. Rollnick

(Name)

133 Sevilla

(P.O. Box not acceptable)

Coral Gables, Florida 33134

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Neil S. Rollnick

(Signature)

January 2, 1996

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

CAPITAL FINANCE, LLC

is in existence.



Miles S. Raymond

Secretary of the State

Date Issued: January 13, 1997

FILED STATE
SECRETARY OF CORPORATIONS
97 JAN 24 PM 3:38