



THE UNITED STATES
CORPORATION
COMPANY

M9800000207

ACCOUNT NO. : 072100000032

REFERENCE : 711738 7139072

AUTHORIZATION

COST LIMIT

Patricia Pajuts
\$ 70.00

285.00

ORDER DATE : February 18, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 711738-025

CUSTOMER NO: 7139072

800002445348--4

CUSTOMER: Ms. Yuliya Oryol
Kelly Gill Sherburne & Herrera
1 Market Plaza
Steuart Street Tower, Ste 1400
San Francisco, CA 94105

FOREIGN FILINGS

NAME: PATRIOT HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 9:55

RECEIVED
98 MAR -3 AM 11:22
DIVISION OF CORPORATION

BK
3/3/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PATRIOT HOLDINGS, LLC
Ref. Number: W98000004691

RESUBMIT

Please give original
submission date as file date.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR -3 AM 9:55

We have received your document for PATRIOT HOLDINGS, LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL REQUIRED to file this application is \$285.00. Please call or send a note authorizing us to change the COST LIMIT AMOUNT.

Item 6 MUST BE COMPLETED. If the company has not yet transacted business in Florida, put "UPON QUALIFICATION."

On the AFFIDAVIT, in Item 3, if NO PROPERTY has been contributed, please put "0" and not "N/A."

ALSO, PLEASE note that Item 4 on the Affidavit must be at least as great as the sum of Items 2 and 3. Therefore, on this affidavit the amount in Item 4 would be AT LEAST \$1,000,000.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00011709

Buck - please adjust fees to
cover the cost limit amount
Thanx
BSP

RECEIVED
98 MAR -4 AM 9:11
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 9:55

*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. PATRIOT HOLDINGS, LLC
(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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. California 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 18, 1997 5. June 18, 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2175 N. California Blvd., Suite 1000, Walnut Creek, CA 94596

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Jordan M. Truchan
2175 N. California Blvd. #1000
Walnut Creek, CA 94596

MGRM

Judy L. Collins
2175 N. California Blvd., #1000
Walnut Creek, CA 94596

MGRM

Saunders A. Jones
2175 N. California Blvd. #1000
Walnut Creek, CA 94596

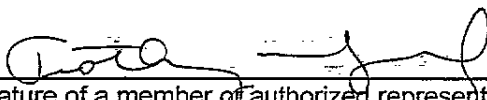
MGRM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 9:55

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
PATRIOT HOLDINGS, LLC _____ 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 \$ 1,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. 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
\$ 1,000,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
TIMOTHY M. GILL, ATTORNEY-IN-FACT

Filing Fee: \$ 52.50 for Affidavit

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 9:55

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, 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.

1. The name of the limited liability company is: PATRIOT HOLDINGS, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(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.

By: K.A. Wibley

(Signature)

K.A. Wibley, Assistant Secretary

March 02, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 AM 9:55

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 18th *day of* June, 19 97,

PATRIOT HOLDINGS, LLC

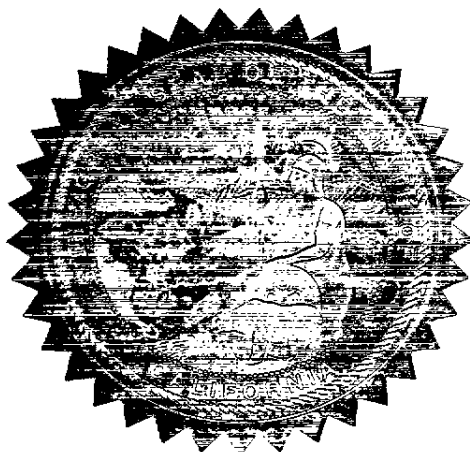
became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
25th day of February, 1998



Bill Jones
BILL JONES
Secretary of State