

MA8000001379



ACCOUNT NO. : 072100000032

REFERENCE : 036993 4336650

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 293.75

ORDER DATE : November 18, 1998

ORDER TIME : 4:01 PM

ORDER NO. : 036993-010

CUSTOMER NO: 4336650

CUSTOMER: Mr. Israel L. Alfonso
Baker & McKenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
CALLAHAN BUILDING

FOREIGN FILINGS

NAME: FIRST VENTURE CAPITAL FUND OF
FLORIDA L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name	
Availability	NOA
Document Examiner	NOA
Updater	NOA
Updater Verifier	NOA
Acknowledgement	NOA
W. P. Verifier	NOA

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DIVISION OF CORPORATIONS
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**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. First Venture Capital Fund of Florida L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0876395
(FEI number, if applicable)
4. November 19, 1998
(Date of Organization)
5. Perpetual
(Duration Year limited liability company will cease to exist or "perpetual")
6. November 19, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6 Oakwood Drive
Sewall's Pointe, Florida 34996
(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:

Philip Goodman

MGRM

6 Oakwood Drive

Sewall's Pointe, FL 34996

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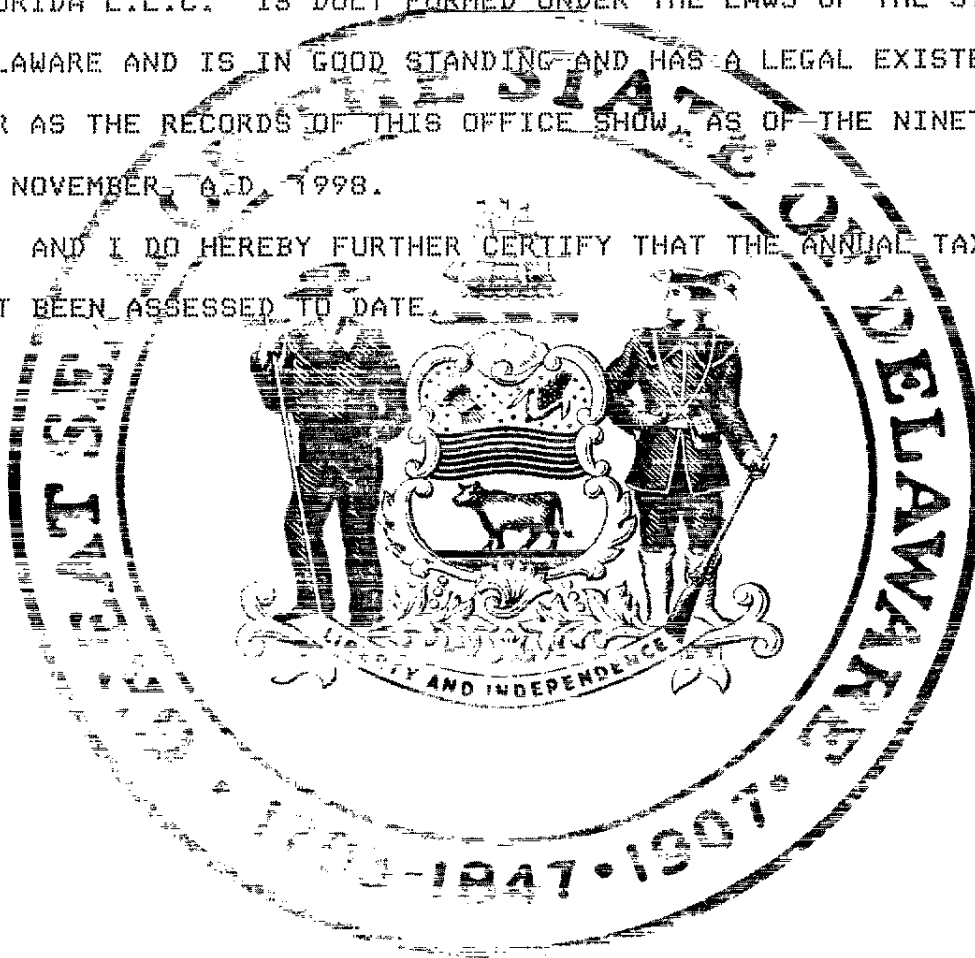
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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST VENTURE CAPITAL FUND OF FLORIDA L.L.C." 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 NINETEENTH DAY OF NOVEMBER, A.D. 1998.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9415097

11-19-98

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:

First Venture Capital Fund of Florida L.L.C.

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

Corporation Service Company
(Name)

1201 Navy Street
Florida street address (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.

Corporation Service Company

By: *James B. Pizzi*

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of First Venture Capital
Fund of Florida L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 510,000
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Philip Goodman

Israel Alfonso
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit