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Lester N. Pokorne
P.O. Box 162624
Austin, Texas 78716
Phone (512) 476-5691
Fax (512) 477-6327

Lester N. Pokorne

Investments

April 26, 1999

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Registration of Foreign LLC

Enclosed are the application, original certificate of existence, and a check in the amount of \$337.50. This check includes the \$250.00 filing fee, \$35.00 designation of registered agent, and \$52.50 for a certified copy.

Please send the certified copy to PO Box 162624, Austin, TX, 78716.

Sincerely,


Steven Schulz

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-04/30/99--01085--007
***337.50 ***337.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AS 5/5/99

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Pokorne Private Capital Group 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.)
2. The State of Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. March 16, 1999
(Date of Organization)
5. 2029
(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. 2706 Horseshoe Drive South
Naples, FL 34104
(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:

Lester N Pokorne

MGR

2706 Horseshoe Drive South

Naples, FL 34104

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**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:

Pokorne Private Capital Group LLC

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

Lester N Pokorne
(Name)

2006 Horseshoe Drive South
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Naples FL 34104
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.

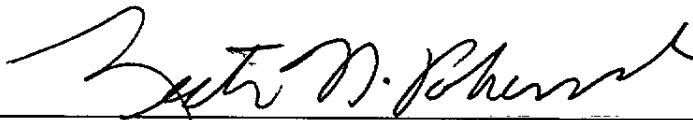

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Pokorne Private Capital
Group LLC 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 \$ 1000.00 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1000.00 .
(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.)

LESTER N. POKORNE

Typed or printed name of signee

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TALLAHASSEE FLORIDA

Filing Fee: \$250.00 for Application and Affidavit



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

POKORNE PRIVATE CAPITAL GROUP LLC
File No. 7048392-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 14, 1999.


Elton Bomer
Secretary of State

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TALLAHASSEE FLORIDA