

M99000000688

TRANSMITTAL LETTER

DATE: May 3, 1999

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SUBJECT: 1. ERHC INVESTMENT GROUP LLC
2. ERHC INVESTMENT GROUP A LLC
3. ERHC INVESTMENT GROUP II LLC

Enclosed for each of the above three LLC entity's is an Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida, original certificate of existence authenticated by the Delaware Secretary of State and a check for \$855.00 covering the Filing Fee for Application and Affidavit and Designation of Registered Agent for all three entity's.

FROM: Lee Hendelson
777 So. Flagler Dr., Suite # 909
West Palm Beach, Fl. 33401
561-833-5560

99 MAY -4 AM 8:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtu
5/7

700002862787--8
-05/04/99-01107-006
***855.00 ***285.00

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. ERHC INVESTMENT GROUP II 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. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-091455
(FEI number, if applicable)
4. 4-27-99
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4-29-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 777 SO. FLALLER DR., #909
WEST PALM BEACH, FL 33401
(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: |
|----------------------------------|-------------|-----------------|--------|
| <u>HOWARD TOLVES</u> | <u>MGRM</u> | | |
| <u>777 SO. FLALLER DR., #909</u> | | | |
| <u>WEST PALM BEACH, FL 33401</u> | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAY 4 PM 8:35

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.)

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

The undersigned member or authorized representative of a member of ERHC
INVESTMENT GROUP II 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 \$ 50,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(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 \$ 50,000.
(This total includes amounts from 2 and 3 above.)

Howard Talles

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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 8:35

HOWARD TALLE

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

ERHE INVESTMENT II LLC

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

LEE HENDERSON

(Name)

777 SO. PALMER DR, #909

Florida street address (P.O. Box **NOT** ACCEPTABLE)

WEST PALM BEACH FL 33401

City/State/Zip

99 MAY -4 AM 8:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE & FINANCIAL SERVICES

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]

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERHC INVESTMENT GROUP II LLC" 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 TWENTY-NINTH DAY OF APRIL, A.D. 1999.

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


99 MAY -4 AM 8:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



3035706 8300

991169850


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9715646

04-29-99