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June 7, 1999

**Via Priority Mail**

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Salem, OR 97301  
Phone: 800-785-7240

**San Francisco**  
Francisco Bay Office Park  
1750 Montgomery Street  
San Francisco, CA 94111  
Phone: 800-798-7240

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Application for Authorization to Transact Business**

Dear Sir or Madam:

Please accept for filing the attached Application for Authorization to Transact Business for WOODBRIDGE STERLING CAPITAL, LLC. I have enclosed a check made payable to the Florida Department of State in the amount of \$285.00 for the appropriate fees for filing (\$250.00) and designation of Registered Agent (\$35.00). Upon acceptance of the attached Application, please send evidence of the same to me at the above address. I have enclosed a copy of the Application as well as a postage-paid envelope for your convenience. *umth 6/16*

If you have any questions regarding the above application, please do not hesitate to call me at (800) 780-7240. Thank you in advance for your assistance.

Very truly yours,

AIMEE D. NETTLES  
Assistant to the General Counsel

Enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# 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. Woodbridge Sterling Capital, 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. 13-3912396  
(FEI number, if applicable)
4. October 10, 1996  
(Date of Organization)
5. 2025  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this Application  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 230 Park Avenue, Suite 360  
New York, NY 10169  
(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:
Joseph Ferrara	Mgr.		
230 Park Ave. #360			
New York, NY 10169			

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 \_\_\_\_\_  
Woodbridge Sterling Capital, 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 \$ 10,000.00;
- 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 \$ 10,000.00;  
(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.)

Richard Salvato, CEO

\_\_\_\_\_  
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:

Woodbridge Sterling Capital, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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

Tallahassee,

FL

32301

City/State/Zip

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SECRETARY OF STATE

*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.*

Eileen Ash, ASST. SECRETARY  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*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 "WOODBIDGE STERLING CAPITAL, 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 SECOND DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WOODBIDGE STERLING CAPITAL, L.L.C." WAS FORMED ON THE TENTH DAY OF OCTOBER, A.D. 1996.

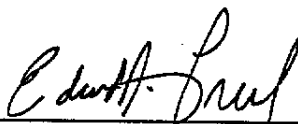
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION  
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\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9666885

DATE: 04-02-99