

MM9000001753

November 1, 1999

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

500003034755--8
-11/04/99--01040--012
***160.00 ***160.00

Dear Sirs:

Enclosed you will find a:

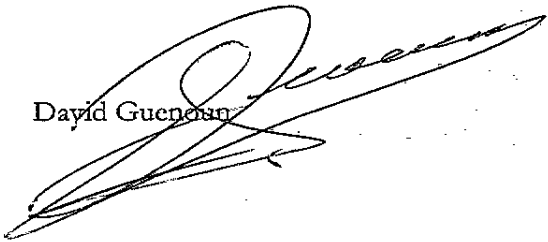
1. Form to Register a Foreign Limited Liability Company to transact business in the State of Florida
2. Certificate of Designation of Registered Agent / Registered Office
3. Original Certificate of Existence from the State of Delaware
4. A check payable to the Florida Department of State for a total amount of \$ 160.00

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy
\$ 5.00	Certificate of Status
<hr/>	
\$160.00	Total

MJH

Sincerely,

David Guzman



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 3:47

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. ARTIUM CAPITAL PARTNERS LLC
(Name of foreign limited liability company)

2. STATE OF DELAWARE 3. 65-0922850
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MAY 3, 1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. AUGUST 20, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1221 BRICKELL AVE. 9TH FLOOR
MIAMI, FLORIDA 33131
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here


9. The usual business addresses of the managing members or managers are as follows:

1221 BRICKELL AVE. 9TH FLOOR, MIAMI, FLORIDA 33131
OR

380 LEXINGTON AVE. SUITE 1700, NEW YORK, NEW YORK 10168

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: INVESTMENTS
AND FINANCIAL ADVISORY


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID GUENOUN
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 "ARTIUM CAPITAL PARTNERS 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-SEVENTH DAY OF OCTOBER, A.D. 1999.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

3024172 8300

991452608

AUTHENTICATION:

DATE: 0049456

10-27-99

**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:

ARTIUM CAPITAL PARTNERS LLC

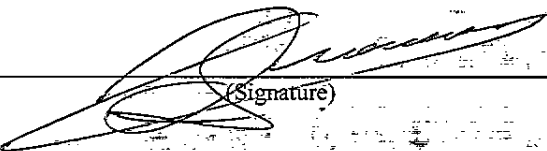
2. The name and the Florida street address of the registered agent and office are:

DAVID GUENDON
(Name)

1221 BRICKELL AVE 9th FLOOR
Florida street address (P.O. Box NOT ACCEPTABLE)

MIAMI FL 33131
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 as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)