

M07000000309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

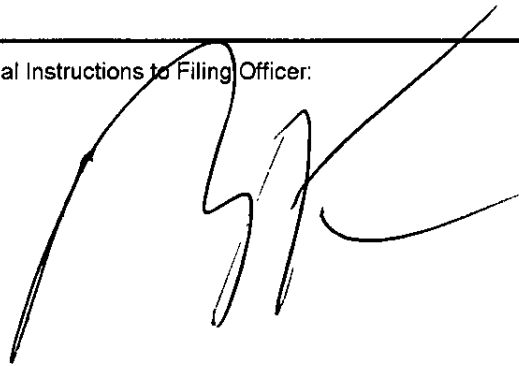
PICK-UP     WAIT     MAIL

(Business Entity Name)

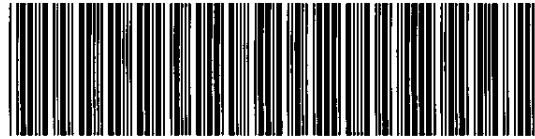
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RECEIVED  
07 JAN 18 PM 12:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
07 JAN 18 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 713014 7365249  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 125.00

**FILED**  
07 JAN 18 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 15, 2007  
ORDER TIME : 10:31 AM  
ORDER NO. : 713014-040  
CUSTOMER NO: 7365249

FOREIGN FILINGS

NAME: COACTIV CAPITAL PARTNERS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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:

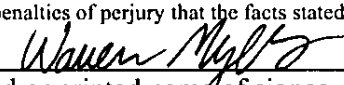
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TALLAHASSEE, FLORIDA

- 1. CoActiv Capital Partners LLC  
(Name of Foreign Limited Liability Company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-5977026  
(FEI number, if applicable)
- 4. November 16, 2006  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 655 Business Center Suite 250  
Horsham, PA 19044-3448  
(Street Address of Principal Office)

- 8. If limited liability company is a manager-managed company, check here
- 9. The name and usual business addresses of the managing members or managers are as follows:  
Marubeni America Corp.  
450 Lexington Avenue  
New York, NY 10017-3984

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: \_\_\_\_\_  
Equipment Lease Financing

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.)  
Warren Myers   
Typed or printed name of signee

**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:

CoActiv Capital Partners LLC

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

Corporation Service Company

(Name)

1201 Hays 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 as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

By:

  
(Signature)

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

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COACTIV 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 SEVENTEENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COACTIV CAPITAL PARTNERS LLC" WAS FORMED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006.

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

4253341 8300

070051250



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5358914

DATE: 01-17-07