

3/19/2014

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Division of Corporations

Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To: Division of Corporations
 Fax Number : (850) 617-6383

From: Account Name : PENSAM CAPITAL
 Account Number : 120090000074
 Phone : (786) 539-4999
 Fax Number : (786) 513-0800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: info@pensamcapital.com

Foreign Limited Liability Company Pensam Logistics Partners 3, LLC

W14-17831

Certificate of Status	1
Certified Copy	1
Page Count	05
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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Pensam Logistics Partners 3, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FBI number, if applicable)

4. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 777 Brickell Avenue Suite 1200

Miami, FL 33131

(Street Address of Principal Office)

6. 777 Brickell Avenue Suite 1200

Miami, FL 33131

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Pensam Capital Funding, LLC (Manager)

777 Brickell Avenue Suite 1200, Miami, FL 33131

8. 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)

Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Gavin Beekman

Typed or printed name of signec

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Pensam Logistics Partners 3, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

JMGS 1 Capital, LLC

(Name)

777 Brickell Avenue Suite 1200

Florida Street Address (P.O. Box NOT ACCEPTABLE)

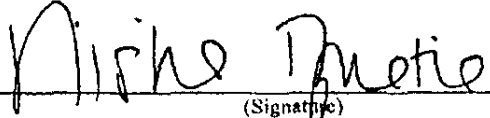
Miami

FL 33131

City/State/Zip

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TALLAHASSEE, FLORIDA

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 605, Florida Statutes.


(Signature)

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

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Delaware

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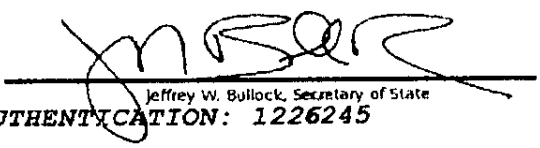
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENSAM LOGISTICS PARTNERS 3, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2014.

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You may verify this certificate online at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1226245

DATE: 03-20-14

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