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DIVISION OF CORPORATIONS
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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

900002573739--7
-06/26/98--01070--016
***285.00 ***285.00

CORPORATION(S) NAME

Archon Financial, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☒ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

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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:

1. ARCHON Financial, 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. 75-2734174
(FEI number, if applicable)
4. 10/1/97
(Date of Organization)
5. Dissolution of the Partnership, unless
(Duration: Year limited liability company will cease to exist
or "perpetual") sooner terminated as provided
in the Amended & Restated Operating
Agreement of ARCHON Financial, LLC
6. Opening an office in August, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 600 East Las Colinas Blvd., Suite 800
Irving, Texas 75039
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See Attachment A</u>			

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Filing Fee: \$ 52.50 for Application

ATTACHMENT A
ARCHON FINANCIAL, LLC
MANAGERS

P. Sheridan Schechner
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004

Mark J. Kogan
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004

Steven T. Mnuchin
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004

Mitchell A. Sabshon
Archon Financial, L.P.
600 East Las Colinas Blvd., Suite 800
Irving, Texas 75039

James L. Lozier
Archon Group
600 East Las Colinas Blvd., Suite 1900
Irving, Texas 75039

Richard R. Frapart
Archon Group
600 East Las Colinas Blvd., Suite 1900
Irving, Texas 75039

James Weston Moffett
Archon Financial, L.P.
600 East Las Colinas Blvd., Suite 800
Irving, Texas 75039

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCHON FINANCIAL, 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-FOURTH DAY OF JUNE, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

2803184 8300

981243498

AUTHENTICATION:

DATE:

9157556

06-24-98

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ARCHON Financial, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

6/25/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of ARCHON

Financial, LLC, a Delaware limited liability company (deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 250,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 250,000 . This total includes amounts from 2 and 3 above.

ARCHON Financial, LLC,
a Delaware limited liability company

Joseph M. Osborne
Signature of a member or 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.)

Joseph M. Osborne, Vice President, General
Counsel and Secretary

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Filing Fee: \$52.50 for Affidavit