

Division of Corporations

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

From: Account Name : C T CORPORATION SYSTEM
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15 FEB 25 AM 10:00
BUREAU OF CORPORATIONS
INFORMATION SERVICES

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15 FEB 25 AM 11:08
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Foreign Limited Liability Company
USL Pensacola I, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

FEB 26 2015

S. YOUNG

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: USL Pensacola I, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ruth A. Cordes

Name of Person

DLA Piper LLP (US)

Firm/Company

203 N. LaSalle St., Ste. 1900

Address

Chicago, IL 60601

City/State and Zip Code

ruth.cordes@dlapiper.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ruth A. Cordes

Name of Contact Person

at (312)

Area Code

368-2151

Daytime Telephone Number

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

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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15 FEB 25 11:11:08
TALLAHASSEE, FL
CORPORATION DIVISION

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. USL Pensacola I, 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 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Not applicable
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

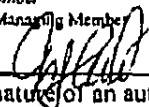
5. 3 E. Stow Rd., Suite 100, Marlton, New Jersey 08053
(Street Address of Principal Office)

6. 3 E. Stow Rd., Suite 100, Marlton, New Jersey 08053
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
HSRE-USL II, LLC, sole Member, 3 E. Stow Rd., Suite 100, Marlton, New Jersey 08053

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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)

HSRE-USL II, LLC, sole Member
By: Hillview Drive, LLC, a Member
By: Hillview-Michaels, LLC, Managing Member
By: 

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.)

Michael J. Levitt, sole Member
Typed or printed name of signee

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:

USL Pensacola I, 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:

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

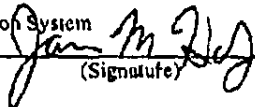
City/State/Zip

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TALLAHASSEE, FLORIDA
STATE SECRETARY OF REVENUE

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.

James M. Halpin
Assistant Secretary

By: C T Corporation System


(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

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USL PENSACOLA I, 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 2015.

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

FILED
15 FEB 25 AM 11:08
SECRETARY OF STATE
DELAWARE

5694065 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2128028

DATE: 02-18-15