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SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

COVER LETTER
DATE: 9-1-15
WALK IN

ENTITY
NAME: Ms PEO II, LLC

PLEASE FILE THE ATTACHED AND RETURN:

☒ PLAIN COPY
☐ CERTIFIED COPY

CHECK # 1903
AMOUNT: \$125⁰⁰

PLEASE CONTACT TINA AT 850-508-1891 FOR FURTHER
INFORMATION ON THIS MATTER!

THANK YOU SO MUCH!!

TINA GOFF, PRESIDENT
SUNSHINE CORPORATE & FILING SERVICES, INC.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: MS PEO II, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Shaw

Name of Person

c/o Morgan Stanley Capital Partners

Firm/Company

1585 Broadway, 39th Floor

Address

New York, NY 10036

City/State and Zip Code

Adam.C.Shaw@morganstanley.com

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

For further information concerning this matter, please call:

Emily Huang

212

909-6255

at ()

Name of Person

Area Code

Daytime Telephone Number

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
(additional copy is enclosed)



\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

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

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MS PEO II, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

c/o Morgan Stanley Capital Partners

1585 Broadway, 39th Floor

New York, NY 10036

c/o Morgan Stanley Capital Partners

1585 Broadway, 39th Floor

New York, NY 10036

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent 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

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, F.S..

Michele Lamagna
Assistant Secretary



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Daniel Cahill

c/o Constitution Capital Partners LLC

300 Brickstone Square Andover, MA 01810

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
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.

Daniel Cahill, Authorized Person

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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DIVISION OF CORPORATIONS
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