

M03000000058

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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FILED
2008 OCT -7 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-8.9-30

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vanguard Managed Solutions, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bellina Chan

(Name of Person)

Platinum Equity

(Firm/Company)

360 North Crescent Drive, South Building

(Address)

Beverly Hills, California 90210

(City/State and Zip Code)

For further information concerning this matter, please call:

Bellina Chan

(Name of Person)

at (310) 228-9712

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2008

BELLINA CHAN
PLATINUM EQUITY
360 N. CRESCENT DR. SOUTH BLDG.
BEVERLY HILLS, CA 90210

SUBJECT: VANGUARD MANAGED SOLUTIONS, LLC
Ref. Number: M03000000058

We have received your document for VANGUARD MANAGED SOLUTIONS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 808A00052177

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Vanguard Managed Solutions, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 7, 2003

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? December 1, 2007
5. New name of the limited liability company: Vanguard Networks Solutions, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

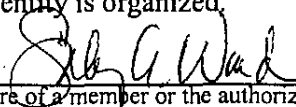
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Sally A. Ward, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2008 OCT -7 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANGUARD NETWORKS SOLUTIONS, 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-THIRD DAY OF SEPTEMBER, A.D. 2008.

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



3409505 8300

080979453

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6869602

DATE: 09-23-08

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "VANGUARD NETWORKS SOLUTIONS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "VANGUARD MANAGED SOLUTIONS, LLC" TO "VANGUARD NETWORKS SOLUTIONS, LLC", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2007, AT 6:46 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 7:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 9:48 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF



3409505 8100X

080976304

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6867274

DATE: 09-23-08

Delaware

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The First State

DECEMBER, A.D. 2007.



3409505 8100X

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6867274

DATE: 09-23-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:53 PM 11/30/2007
FILED 06:46 PM 11/30/2007
SRV 071273978 - 3409505 FILE

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
VANGUARD MANAGED SOLUTIONS, LLC

VANGUARD MANAGED SOLUTIONS, LLC, a Delaware limited liability company (hereinafter called the "Company"), pursuant to Section 18-202 of the Delaware Limited Liability Company Act, DOES HEREBY CERTIFY:

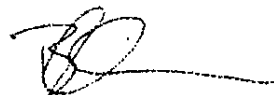
1. The date of filing of the original Certificate of Formation of the Company was June 28, 2001.
2. The original name of the limited liability company was "MND Acquisition, LLC."
3. The Certificate of Formation of the Company is hereby amended and restated to read in its entirety as follows:

FIRST. The name of the Company is Vanguard Networks Solutions, LLC.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

4. The effective date of the Amended and Restated Certificate of Formation of the Company is November 30, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 30th day of November, 2007.



Bellina Chan
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:47 PM 12/28/2007
FILED 07:23 PM 12/28/2007
SRV 071374387 - 3409505 FILE

CERTIFICATE OF MERGER
OF
MND CANADA HOLDINGS, INC.
INTO
VANGUARD NETWORKS SOLUTIONS, LLC

Pursuant to Title 8, Section 264 of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned Limited Liability Company executed the following Certificate of Merger:

FIRST: The name of the limited liability company of the merger is Vanguard Networks Solutions, LLC, a Delaware limited liability company (the "Surviving Company"), and the name of the corporation being merged into the Surviving Company is MND Canada Holdings, Inc., a Delaware corporation.

SECOND: The Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The name of the Surviving Company is Vanguard Networks Solutions, LLC, a Delaware limited liability company.

FOURTH: The Certificate of Formation of the Surviving Company shall be the Certificate of Formation of the Surviving Company.

FIFTH: The executed Agreement of Merger is on file at an office of the Surviving Company, the address of which is 360 North Crescent Drive, South Building, Beverly Hills, California 90210.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective on December 31, 2007.

Dated: December 28, 2007

VANGUARD NETWORKS SOLUTIONS, LLC

By: 

Eva M. Kalawski

Vice President and Secretary

CERTIFICATE OF MERGER
OF
VANGUARD HOLDINGS, LLC
INTO
VANGUARD NETWORKS SOLUTIONS, LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Vanguard Networks Solutions, LLC, a Delaware limited liability company (the "Surviving Company"), and the name of the company being merged into the Surviving Company is Vanguard Holdings, LLC, a Delaware limited liability company.

SECOND: The Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The name of the Surviving Company is Vanguard Networks Solutions, LLC, a Delaware limited liability company.

FOURTH: The Certificate of Formation of the Surviving Company shall be the Certificate of Formation of the Surviving Company.

FIFTH: The executed Agreement of Merger is on file at an office of the Surviving Company, the address of which is 360 North Crescent Drive, South Building, Beverly Hills, California 90210.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any member of any constituent limited liability company or stockholder of any constituent company.

SEVENTH: This Certificate of Merger shall be effective on December 31, 2007.

Dated: December 28, 2007

VANGUARD NETWORKS SOLUTIONS, LLC

By: 

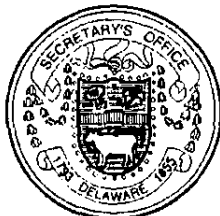
Eva M. Kalawski
Vice President and Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VANGUARD MANAGED SOLUTIONS, LLC", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "VANGUARD NETWORKS SOLUTIONS, LLC", THE THIRTIETH DAY OF NOVEMBER, A.D. 2007, AT 6:46 O'CLOCK P.M.



3409505 8320

080976337

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6867317

DATE: 09-23-08