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FOREIGN LIMITED LIABILITY COMPANY

Marathon Partners Manager LLC

Certificate of Status	1		
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

Merathon Partners Manager LL. 2. The name and the Flori		of the registered ag	ent and office are	***
	CT	Corporation System		
		(Name)		
	1200 8	South Pine Jaland Rose	d	
- 12	Florida Street Addr	ves (P.O. Box. <u>NOT</u> A	ACCEPTABLE)	<u> </u>
	Plantation	Ħ.	33324	8
		City/State/Zip		* 1 ·
Yaving been named as regisliability company at the place igent and agree to act in this elating to the proper and action as bligations of my position as	e designated in the secopacity. I fierth implets performan registered agent o	is certificate, I here er agree to comply ace of my duties, an	by accept the appo with the provision d I am familiar wi	ointment as registered is of all statutes th and accept the
CT Corpore By: Aug 1	fllest	JOYCE A GILLIAN	·	

\$ 100.00 Filing Fee for Application
\$ 15.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.98 Certificate of Status (optional)

Delaware

PACE 1

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I, MARKET SHITE WINDSOR, SHCRETARY OF STATE OF THE STATE OF DELAWARE, DO REMERY CRETIFY "MARATHON PARTHERS MANAGER LLC" IS DOLL FORMED UNDER THE LAME OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL SHISTERCH SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE MEMBERSHIE DAY OF APRIL, A.D. 2005.

AND I DO MERRY PURTER CRETTEY THAT THE AMERICAL TAXES HAVE NOT RESE ASSESSED TO DATE.

tere with the

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Werriet Smith Hinday

AUTREMITICATION: 3821225

DATE: 04-19-05

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