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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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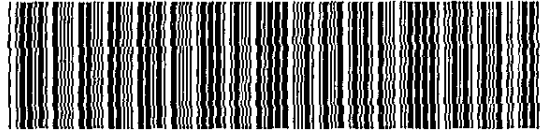
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 515423 7144145

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 130.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 1, 2005

ORDER TIME : 10:07 AM

ORDER NO. : 515423-005

CUSTOMER NO: 7144145

CUSTOMER: Steven M. Gill, Esq.
Goodwin Procter LLP
599 Lexington Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: SOUTHERN LIGHT AND GAS COMPANY
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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. Southern Light and Gas Company LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-3179447
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 19, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. Grand Bay Plaza, 2665 South Bayshore Drive, Suite 1101, Coconut Grove, FL 33133
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Members: 1) Frank J. Perez, c/o Southern Light and Gas Company LLC, Grand Bay Plaza, 2665 South
Bayshore Drive, Suite 1101, Coconut Grove, FL 33133; 2) Jose Quesada, c/o Southern Light and Gas
Company LLC, Grand Bay Plaza, 2665 South Bayshore Drive, Suite 1101, Coconut Grove, FL 33133

10. 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Investment activities outside
the United States.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Frank J. Perez

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

Southern Light and Gas Company LLC

2. The name and the Florida street address of the registered agent and office are:

Frank J. Perez

(Name)

Grand Bay Plaza, 2665 South Bayshore Drive, Suite 1101

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

Coconut Grove FL 33133

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 608, Florida Statutes.

(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

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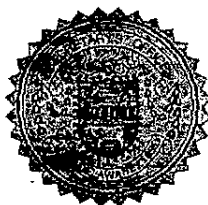
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN LIGHT AND GAS COMPANY 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 FIRST DAY OF AUGUST, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHERN LIGHT AND GAS COMPANY LLC" WAS FORMED ON THE NINETEENTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



4000563 8300

050629498

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4058907

DATE: 08-01-05