

Division of Corporations

Page 1 of 1

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Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

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## To:

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## From:

Account Name : GREENBERG TRAUIG (ORLANDO)  
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DIVISION OF CORPORATIONS

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STATE OF FLORIDA  
TALLAHASSEE**FLORIDA/FOREIGN LIMITED LIABILITY CO.****MPC Manager LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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Corporate Filing Menu

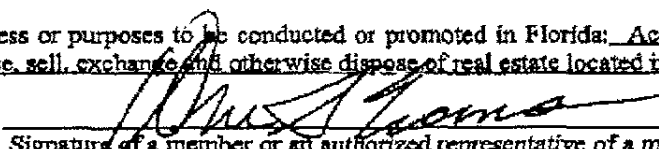
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

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. MPC Manager LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. October 5, 2007  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Acceptance  
(Date first transacted business in Florida. (See sections 608 501, 608 502, and 817.155, F.S.))
7. c/o Eola Capital LLC, One Independent Drive, Suite 1850  
Jacksonville, Florida 32202  
(Street address of principle office)
8. If limited liability company is a manger-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:  
MATT Holdings LLC  
c/o Eola Capital LLC  
One Independent Drive, Suite 1850  
Jacksonville, Florida 32202
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: Acquire, hold, operate, manage, finance, develop, lease, sell, exchange and otherwise dispose of real estate located in Florida.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608 405(3), F.S., the execution of this document constitutes  
an affirmation under the penalties of perjury that the facts stated herein are true.)

William G. Evans  
Typed or printed name of signer

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DIVISION

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**CERTIFICATE OF DESIGNATION OF  
REGISTER 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 Limited Liability Company is:

MPC Manager LLC

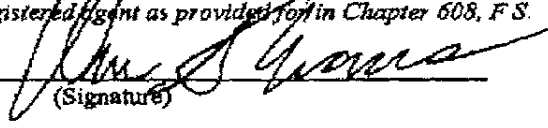
2. The name and the Florida street address of the registered agent and office are:

William G. Evans  
(Name)

c/o Eola Capital LLC, One Independent Drive, Suite 1850  
Florida street address (P.O. Box NOT ACCEPTABLE)

Jacksonville, FL 32202  
(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, F.S.*

  
(Signature)

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

H07000252475 3

H07000252475 3

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MPC MANAGER 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 ELEVENTH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MPC MANAGER LLC" WAS FORMED ON THE FIFTH DAY OF OCTOBER, A.D. 2007.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6064973

DATE: 10-11-07

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