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ACCOUNT NO. : 072100000032

REFERENCE : 448279 4304756

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 130.00

ORDER DATE : November 1, 1999

ORDER TIME : 12:0 PM

ORDER NO. : 448279-005

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

90803032739--D

FOREIGN FILINGS

NAME: MONTENAY BAY 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: Jamela Abaied

RECEIVED
99 NOV 12 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE FLORIDA

FILED
99 NOV -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/3

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. Montenay Bay LLC
(Name of foreign limited liability company)
2. Delaware 3. 650906542
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 7, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 3225 Aviation Avenue, 4th Floor
Miami, Florida 33133
(Street address of principal office)

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

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

3225 Aviation Avenue, 4th Floor

Miami, Florida 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: Operate recovery
recovery facility and all other business activities permitted by law.

Stephen S. Passage
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.)

Stephen S. Passage

Typed or printed name of signee

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TAMPA
SECRETARY OF STATE
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:

Montenay Bay LLC

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

Montenay International Corp. P16500
(Name)

3225 Aviation Avenue
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami, 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 the 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.

Stephen S. Passage
(Signature)

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FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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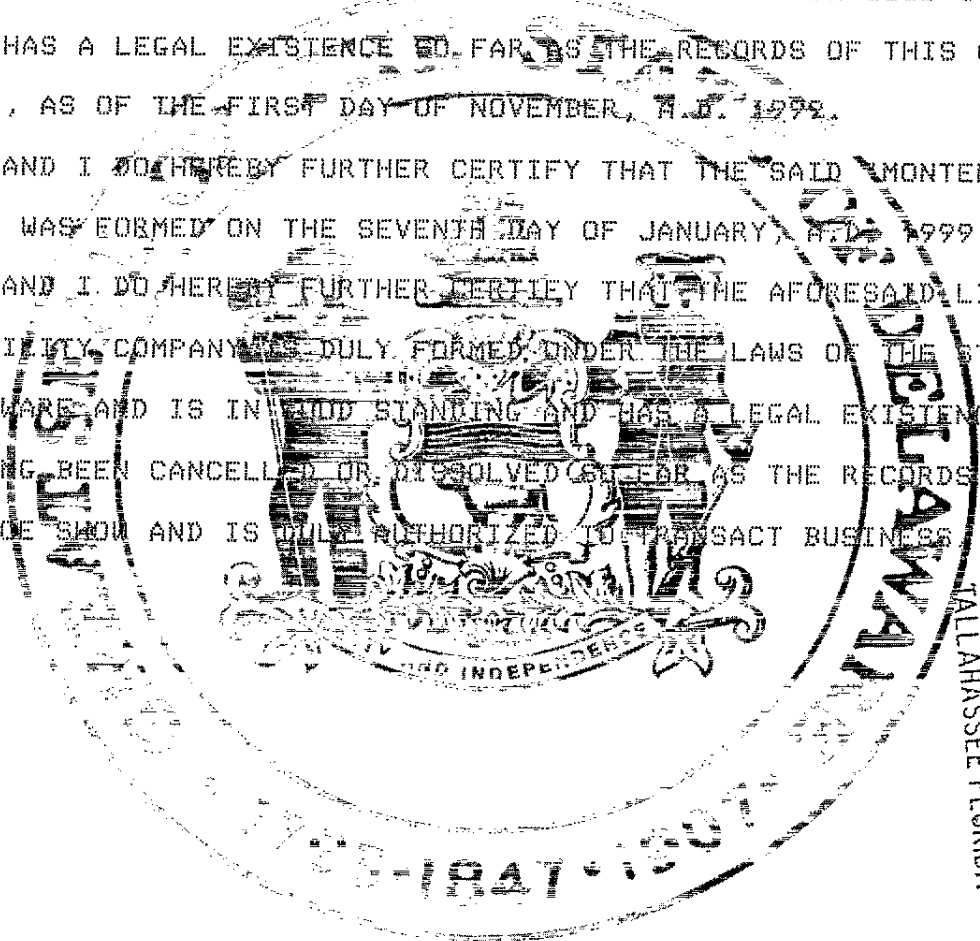
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MONTENAY BAY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE TO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A. D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MONTENAY BAY LLC" WAS FORMED ON THE SEVENTH DAY OF JANUARY, A. D. 1999.

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 AS FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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99 NOV -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0055562

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11-01-99