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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 5 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444110 4320909

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 2008

ORDER TIME : 4:59 PM

ORDER NO. : 444110-120

CUSTOMER NO: 4320909

FOREIGN FILINGS

NAME: MARCAP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath -- EXT# 2955

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2008

AMANDA HADDAN
CSC
TALLAHASSEE, FL

SUBJECT: MARCAP CAPITAL LLC
Ref. Number: W08000009264

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DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE
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RESUBMIT

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submission date as file date.

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TALLAHASSEE, FLORIDA

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We have received your document for MARCAP CAPITAL LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

You must submit a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 408A00011061

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. Marcap LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Marcap Capital 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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 36-2684852

(FEI number, if applicable)

4. 12/3/1969

(Date of Organization)

5. Perpetual

(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. c/o Diversified Financial Management Corp., Attn: Scott Stevens, 71 South Wacker Drive, Suite 4600

Chicago, IL 60606

(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:

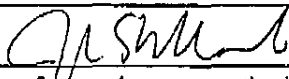
Marcap Holdings LLC, c/o Diversified Financial Management Corp.

Attn: Scott Stevens, 71 South Wacker Drive, Suite 4600

Chicago, IL 60606

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: All business purposes.



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.)

John E. Stellato, President of Marcap Holdings LLC, sole member of Marcap LLC

Typed or printed name of signec

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SECRETARY OF STATE
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:

Marcap LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Marcap Capital LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Corporation Service Company

BY: Amanda Roath

(Signature)

**Amanda Roath
As its agent**

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

**WRITTEN CONSENT
OF THE SOLE MEMBER OF
MARCAP LLC**

The undersigned (the "Member"), being the sole member of Marcap LLC, a Delaware limited liability company (the "Company"), acting pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, as amended (the "Act"), hereby consents to, authorizes and adopts the following resolutions:

Alternate Name for Use in Florida

WHEREAS, the Company was formed pursuant to a Certificate of Formation and a Certificate of Conversion converting Marcap Corporation into a limited liability company, each as filed with the Delaware Secretary of State on January 31, 2008; and

WHEREAS, the Company desires to conduct business in the state of Florida but cannot do so under its legal name because the name of the Company does not satisfy the requirements of Florida Statutes Section 608.406.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts the name "Marcap Capital LLC" as its name for the purpose of transacting business in the state of Florida.

General

RESOLVED, that the proper officers of the Company shall be, and each of them hereby is, authorized, empowered and directed to prepare, execute, deliver, acknowledge, attest, file and record (or cause to be prepared, executed, delivered, acknowledged, attested, filed and recorded) on behalf of the Company such agreements, instruments, applications, statements, certificates and other documents, to seek such authorizations and approvals, and to take (or cause to be taken) such other actions as any such officer shall deem necessary, appropriate or advisable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that the execution of any agreement, instrument, application, statement, certificate or other document, or the taking of any such action, by any such officers shall be conclusive evidence of the due authorization thereof by the Company;

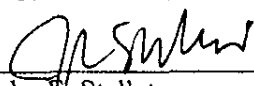
FURTHER RESOLVED, that any document heretofore executed and any action heretofore taken by any officer of the Company in furtherance of the business of the Company otherwise permitted under or contemplated by these resolutions be, and each of them hereby is, ratified, confirmed and approved for all purposes and in all respects; and

FURTHER RESOLVED, that for the purposes of these resolutions, the “proper officers” of the Company shall be the President, any Vice President (regardless of designation), the Secretary, the Treasurer and the Assistant Secretary of the Company.

Signature page follows.

Dated as of March 4, 2008.

MARCAP HOLDINGS LLC

By: 

John F. Stellato
President

**BEING THE SOLE MEMBER OF
MARCAP LLC**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARCAP 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 TWENTIETH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARCAP LLC" WAS FORMED ON THE THIRD DAY OF DECEMBER, A.D. 1969.

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



0735304 8300

080187764

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6393813

DATE: 02-20-08