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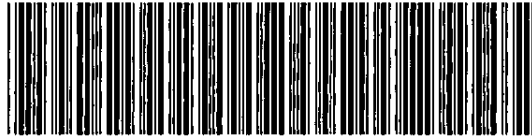
**L. SELLERS**

JUN 17 2008

**EXAMINER**

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2008 JUN 16 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** USM CAPITAL LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

LYNNE M. BIRTZ  
(Name of Person)

USM CAPITAL LLC  
(Firm/Company)

2281 N. SHERIDAN WAY  
(Address)

MISSISSAUGA ON CANADA L5K2S3  
(City/State and Zip Code)

For further information concerning this matter, please call:

LYNNE BIRTZ at (905) 403-225-3  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 29, 2008

LYNNE H. BIRTZU  
2281 N. SHERIDAN WAY  
MISSISSAUGA, ONTARIO  
CANADA L5K2S3,

SUBJECT: USM CAPITAL LLC  
Ref. Number: W08000026381

We have received your document for USM CAPITAL LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6967.

Leslie Sellers  
Regulatory Specialist II

Letter Number: 908A00033752

**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. USM CAPITAL LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. GEORGIA 3. 26-2449168  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 04/21/2008 5. \_\_\_\_\_  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. MAY 2008  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2281 N. SHERIDAN WAY  
MISSISSAUGA ONTARIO CANADA L5K2S3  
(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:

JAMES KEGLEY 7000 HIGHLANDS PRWY. SE  
#160, SMYRNA GEORGIA 30082

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: Computer  
Equipment Leasing

Lynne M. Birtu  
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.)

LYNNE M. BIRTU TAX ACCOUNTANT  
Typed or printed name of signee

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2008 JUN 16 PM 1:50  
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:

USM CAPITAL LLC

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

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

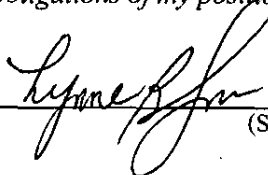
CAPITOL CORPORATE SERVICES INC  
(Name)

155 OFFICE PLAZA DR. STE A

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.*

  
(Signature)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

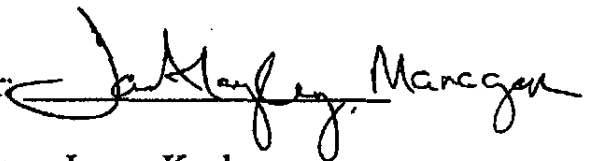
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**POWER OF ATTORNEY**

The undersigned, James Kegley, an officer of USM Capital LLC a corporation duly incorporated in the state of Georgia, hereby authorize Lynne M. Birtzu, Tax Accountant to act as an agent representative and attorney-in-fact for and on behalf of the corporation in all matters pertaining to the taxes.

**DATED** at Mississauga, this day of April, 2008

**USM CAPITAL LLC**

Per:  Manager

Name: James Kegley

Title: Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

#### USM CAPITAL LLC

##### Domestic Limited Liability Company

was formed or was authorized to transact business on 04/17/2008 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 23rd day of April, 2008

Karen C Handel  
Secretary of State

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE