

**NO80000003144**

**Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO**

**DFS Equipment Holdings L.L.C.**

Certificate of Status	0
Certified Copy	0
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**M. THOMAS**

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**EXAMINER**

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08 JUL -2 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
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TALLAHASSEE, FLORIDA

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. DFS Equipment Holdings L.L.C.

(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. Delaware

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

3. 20-4512535

(FEI number, if applicable)

4. 01/11/2006

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing

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

7. One Dell Way, Round Rock, TX 78682

(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:

DFS Equipment General Partner L.L.C., One Dell Way, Round Rock, TX 78682

DFS-SPV L.L.C., One Dell Way, Round Rock, TX 78682

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: \_\_\_\_\_

See Attachment

Don Berman  
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.)

Don Berman, President of DFS-GP, Inc., Member of DFS-SPV L.L.C., Member

Typed or printed name of signee

**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.

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1. The name of the Limited Liability Company is:

DPS Equipment Holdings L.L.C.

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:

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

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.*

C T Corporation System

By: \_\_\_\_\_

(Signature)

**Samantha Jones**  
**Assistant Secretary**

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

### **Business Purpose**

The purposes and activities of the Company shall be limited to the following: (a) to acquire, receive contributions of and own residual investments in certain specified items of leased Equipment (subject to Permitted Liens) pursuant to Equipment Transfer Agreements, with respect to each Series; (b) to hold and own Equipment with respect to each Series; (c) to pledge interests in the Equipment of each Series pursuant to various Equipment Pledge Agreements; (d) to perform its obligations under the Equipment Transfer Agreements and Equipment Pledge Agreements; (e) to sell Equipment pursuant to various Equipment Remarketing Agreements; and (f) to do any and all other acts which may be necessary or incidental to any of the foregoing or the promotion or conduct of the business of the Company or any of the property of the Company.

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DFS EQUIPMENT HOLDINGS L.L.C." 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 JULY, A.D. 2008.

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



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080746832

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6700381

DATE: 07-01-08