

M09000001405

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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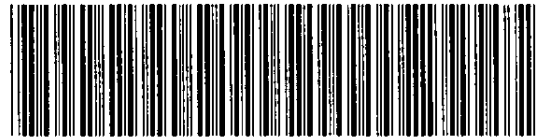
(Business Entity Name)

(Document Number)

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04/20/09--01018--022 \*\*25.00

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09 APR 20 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

APR 20 2009

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TALLAHASSEE, FLORIDA

April 20, 2009

**VIA HAND DELIVERY**

Mr. Buck Kohr - Registration Section  
Florida Department of State  
Division of Corporation  
2661 Executive Center Circle West  
Tallahassee, FL 32301

**Re: Medley Truck, LLC  
d/b/a Top Value Trucks, LLC**

Dear Mr. Kohr:

Pursuant to our conversation of Friday, April 17, 2009 enclosed please find the original and one copy of the Articles of Correction required to be filed on behalf of Medley Truck, LLC, d/b/a Top Value Trucks, LLC to correct the business name listed on question #9 of the original application to D.B. Zwirn Special Opportunities Fund, L.P.. Also enclosed please find our check in the amount of \$25.00.

Thank you for your assistance in this matter. If anything further is needed please do not hesitate contacting me at the above referenced number.

Sincerely,

**AKERMAN SENTERFITT**

Lisa M. Shelnut  
Legal Administrative Assistant to  
J. Martin Hayes

Enclosures

{T1189932;1}

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: MEDLEY TRUCK, LLC d/b/a TOP VALUE TRUCKS, LLC

(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Martin Hayes, Esq.

(Name of Person)

Akerman Senterfitt

(Firm/Company)

106 E. College Avenue, Suite 1200

(Address)

Tallahassee, FL 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

J. Martin Hayes

(Name of Person)

at ( 850 ) 425-1647

(Area Code & Daytime Telephone Number)

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

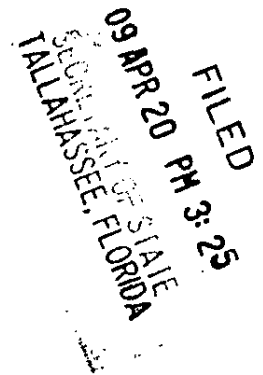
Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☐ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy



**ARTICLES OF CORRECTION  
FOR  
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

**FILED  
09 APR 20 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**FIRST:** The name of the limited liability company is:  
MEDLEY TRUCK, LLC, d/b/a TOP VALUE TRUCKS, LLC

**SECOND:** The articles of organization or the application to transact business

**(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)**



Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

#9 should read as follows: The name and usual business addresses of the managing members or managers are as follows:

\*D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.

745 Fifth Avenue, 18th Floor

New York, New York 10151


**OR**



Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated: April 20, 2009

  
Signature of a member or authorized representative of a member

J. Martin Hayes

Typed or printed name of signee

**Filing Fee: \$25.00**  
**Certified Copy: \$30.00 (optional)**

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. **MEDLEY TRUCK, LLC**

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

**TOP VALUE TRUCKS, 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. \_\_\_\_\_

(FEI number, if applicable)

4. **March 9, 2009**

(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. **745 Fifth Avenue, 18th Floor**

**New York, New York 10151**

(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:

**D.B. Zwirn Special Opportunities, L.P.**

**745 Fifth Avenue, 18th Floor**

**New York, New York 10151**

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: **Asset Management  
& Liquidation**

  
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.)

**J. Martin Hayes**

Typed or printed name of signee

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09 MAR 13 PM 3:15  
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:

MEDLEY TRUCK, LLC

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

TOP VALUE TRUCKS, LLC

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

J. Martin Hayes, Esq.

(Name)

Akerman Senterfitt, 106 E. College Ave., 12th Floor

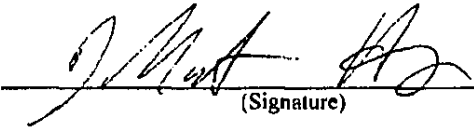
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

FL

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)

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE  
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of MEDLEY TRUCK, LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Delaware

(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the

requirements of the s. 608.406, F.S., the limited liability company hereby adopts the

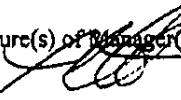
following name to transact business in the state of Florida:

Medley Truck, LLC, d/b/a Top Value Trucks, LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: March 18, 2009

Signature(s) of ~~Manager(s)~~ and/or Managing Member(s):

	
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

# Delaware

PAGE 1

## *The First State*

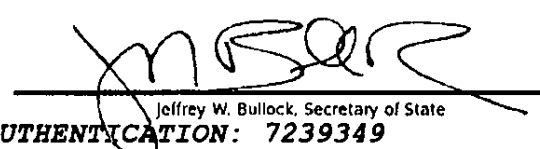
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDLEY TRUCK, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF APRIL, A.D. 2009.

4663030 8300

090351391

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7239349

DATE: 04-09-09