

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MFS LEASING, 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:

Tammy Hoflock
Name of Person

MFS LEASING, LLC
Firm/Company

1310 Madrid Street Ste 103
Address

Marshall MN 56258
City/State and Zip Code

tammy.hoflock@usbank.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Manda Olsen at (800) 274-0064 X 3263
Name of Person Area Code & Daytime Telephone Number

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

STREET ADDRESS:
Division of Corporations
Registration Section
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

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. MFS LEASING, 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. Ohio 3. 20-5353046
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 02-24-2006 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 09-10-2010
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5252 Monroe Street 2nd Fl
Toledo OH 43623
(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:
John Butorac 5252 Monroe Street 2nd FL Toledo OH 43623

Cameron Cummins 5252 Monroe Street 2nd FL Toledo OH 43623

Bryon Stephens 5252 Monroe Street 2nd FL Toledo OH 43623

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: Leasing of telecommunication equipment

Manda Olsen
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.)

Manda Olsen
Typed or printed name of signee

FILED
2010 OCT -14 AM 11:13
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:

MFS LEASING, LLC

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

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

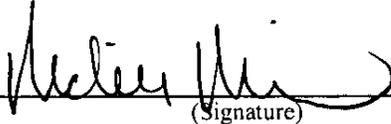
Plantation FL 33324

City/State/Zip

2010 OCT -4 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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)

**Michele Miller
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)

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show MFS LEASING, LLC, an Ohio Limited Liability Company, Registration Number 1602363, was organized within the State of Ohio on February 24, 2006, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 29th day of July, A.D. 2010*

A handwritten signature in black ink, appearing to read "Jennifer Brunner".

Ohio Secretary of State

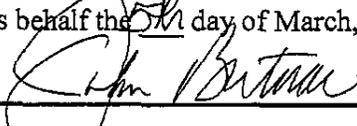
Validation Number: V2010210J7D8A2

LIMITED POWER OF ATTORNEY
TO WHOM IT MAY CONCERN

MFS Leasing, LLC located at 5252 Monroe Street, 2nd Floor, Toledo, Ohio 43623 (hereinafter "MFS") does hereby appoint U.S. Bank Portfolio Services, located at 1310 Madrid Street, Suite 103, Marshall, MN 56258 (hereinafter "Portfolio Services") as its attorney-in-fact to execute any and all documents pertaining to sales tax filings therefore for leases with MFS Leasing, LLC as Lessor, required to be signed by MFS Leasing, LLC.

THIS POWER OF ATTORNEY SHALL BE USED SOLELY FOR THE PURPOSE OF EXECUTING DOCUMENTS RELATING TO SALES TAX FILINGS, REQUIRED TO BE SIGNED BY MFS LEASING, LLC WHEREIN PORTFOLIO SERVICES WILL FILE AS SERVICING AGENT OF MFS LEASING, LLC AND MAY NOT BE USED FOR ANY OTHER PURPOSE.

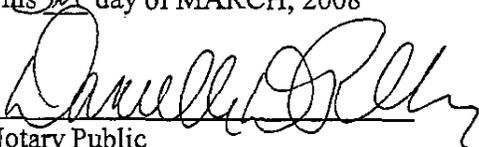
IN WITNESS WHEREOF, the corporation has caused this instrument to be executed on its behalf the 21 day of March, 2008.



BY: John A. Butorac, Jr.
MFS Leasing, LLC
ITS: Managing Member

STATE OF OHIO
COUNTY OF LUCAS

Subscribed and sworn to before me
This 21 day of MARCH, 2008



Notary Public
My Commission Expires:

POA.DOC

Danielle D. Pulella
Notary Public
State of Ohio, Lucas County
Exp. June 20, 2010