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(Requestor's Name)						
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SEUNETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 10 PH 2:



COVER LETTER

TO:	9	Section Corporations				
SUBJECT: FM Systems LLC						
Name of Foreign Limited Liability Company						
Dear S	Sir or Madam	:				
		avit by Foreign Limite (s) and fee(s) are subm			Change Manager(s) or	
Please	return all cor	respondence concerni	ng this m	atter to the foll	owing:	
		Cori L. Dahlstrom				
		Name of Person				
The First Marblehead Corporation						
	Firm/Company					
800 Boylston Street, 34th Floor						
Address						
Boston, MA 02199						
City/State and Zip Code						
cdahlstrom@fmd.com						
E-mail address: (to be used for future annual report notification)						
For further information concerning this matter, please call:						
	Cori L. Da	hlstrom at (_	617)	(
	Name of	Person	Area Co	de and Daytim	e 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		
Enclos ✓\$25 F	sed is a check Filing Fee	x for the following am \$30 Filing Fee & Certificate of Status	\$ 55.	00 Filing Fee & d Copy	\$60 Filing Fee, Certificate of Status & Certified Copy	

December 14, 2011

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

RE: FM Systems LLC (M11000000840) Affidavit to Change Managers

Dear Sir or Madam:

Enclosed for filing please find the following in connection with the change of managers of FM Systems LLC::

- 1. Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s).
- 2. Check No. 00001185 payable to the Florida Department of State for the \$25.00 filing fee.

Please contact me should you have any questions or require further information. Thank you for your attention.

Best Regards,

Cori L. Dahlstrom Associate Counsel cdahlstrom@fmd.com (617) 638-2128

F0036990.1 }

AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)

Department of State is:	FM Systems LLC
2. This entity was formed under the laws o	f: Delaware
3. This entity was authorized to transact buand its Florida document/registration numb	
4. The name and address of each manager	or managing member is as follows:
<u>Title:</u> "MGR" = Manager "MGRM" = Managing Member	Name and Address:
MGRM	The First Marblehead Corporation 800 Boylston Street, 34th Floor Boston, MA 02199
MGR	Barry Heneghan 800 Boylston Street, 34th Floor Boston, MA 02199
MGR	Craig Lockwood 171 Service Avenue, Suite 200 Warwick, RI 02886
MGR	David Pelkey 171 Service Avenue, Suite 200 Warwick, RI 02886
	77 J
	LAHASS
Required Signature: Kill University Signature of Manager,	Managing Member or Member

Filing Fee: \$25