

M1200000279

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

Please retain original filing
date of submission 7/21

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

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15 JUL 28 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MLQ-ELD, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$25.00

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15 JUL 21 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 29 2015

S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

7/28/2015 1:45:06 PM From: To: 8506176383(2/7)

Metayer, Kenny

From: 13 Voicemail System
Sent: Tuesday, July 21, 2015 12:25 PM
To: Metayer, Kenny
Subject: Fax Successfully Sent to 1 (850) 617-6383
Attachments: FAX768708620.TIF

Fax was successfully sent
Remote Name: 1 (850) 617-6383
Remote TN: 1 (850) 617-6383
Fax Device: Media Server
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Sender:

[ID: 3601690186]

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CLERK OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MLQ-ELD, L.L.C.
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heather Sarver

Name of Person

Goldman, Sachs & Co.

Firm/Company

6011 Connection Drive

Address

Irving, Texas 75039

City/State and Zip Code

heather.sarver@gs.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Heather Sarver at (972) 368-2657
Name of Person 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

CR2E055 (12/14)

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15 JUL 21 AM 9 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of State: MLQ-ELD, L.L.C.
2. The Florida document number of this limited liability company is: M12000000279
3. Jurisdiction of its organization: Delaware
4. Date authorized to do business in Florida: 01/17/2012

SECTION II (3-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "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 contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
<u>MGRM</u>	<u>Special Situations Investing Group III, Inc.</u>	<u>200 West Street</u>	<input checked="" type="checkbox"/> Add
_____	_____	<u>New York, NY 10282</u>	<input type="checkbox"/> Remove
<u>MGRM</u>	<u>MLQ Holdco LLC</u>	<u>6011 Connection Drive</u>	<input type="checkbox"/> Add
_____	_____	<u>Irving, TX 75039</u>	<input checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required; no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

 Signature of the authorized representative
 George Seth, Director of Special Situations Investing Group III, Inc., its Managing Member

 Typed or printed name of signer

Filing Fee: \$25.00

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 SECRETARY OF STATE
 TREASURY DIVISION

**WRITTEN CONSENT
AND
ASSIGNMENT**

1. MLQ HOLDCO, L.L.C. ("MLQ Holdco") hereby consents to the distribution and assignment of, and hereby distributes and assigns, all of its right, title and interest in its membership interest (the "Transferred Interest") in MLQ-ELD, L.L.C., a Delaware limited liability company ("MLQ-ELD"), to its parent, SPECIAL SITUATIONS INVESTING GROUP II, LLC ("SSIG II"), such distribution and assignment to be effective as of October 31, 2014. Contemporaneously with and giving effect to the contribution and assignment described in the previous sentence, SSIG II accepts the distribution and assignment of the Transferred Interest and assumes all obligations and liabilities of MLQ Holdco arising out of or relating to the Transferred Interest.
2. Immediately upon completion of the transaction described in Section 1 above, SSIG II hereby consents to the distribution and assignment of, and hereby distributes and assigns, all of its right, title and interest in the Transferred Interest to its parent THE GOLDMAN SACHS GROUP, INC. ("GS Group"), such distribution and assignment to be effective as of October 31, 2014. Contemporaneously with and giving effect to the contribution and assignment described in the previous sentence, GS Group accepts the distribution and assignment of the Transferred Interest and assumes all obligations and liabilities of SSIG II arising out of or relating to the Transferred Interest.
3. Immediately upon completion of the transaction described in Section 2 above, GS Group hereby consents to the contribution and assignment of, and hereby contributes and assigns, all of its right, title and interest in the Transferred Interest to its subsidiary SPECIAL SITUATIONS INVESTING GROUP III, INC. ("SSIG III"), such contribution and assignment to be effective as of October 31, 2014. Contemporaneously with and giving effect to the contribution and assignment described in the previous sentence, SSIG III accepts the contribution and assignment of the Transferred Interest and assumes all obligations and liabilities of GS Group arising out of or relating to the Transferred Interest.

[Signatures on following page]

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TREASURY DIVISION

7/28/2015 1:45:06 PM From: To: 8506176383(7/7)

IN WITNESS WHEREOF, the undersigned have executed this consent and assignment as of October

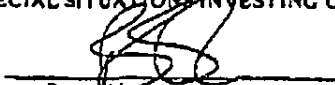
SL 2014

MLQ HOLDCO, L.L.C.

JALW

By: 
Name: Milton R. Millman
Title: Vice President

SPECIAL SITUATIONS INVESTING GROUP II, LLC

By: 
Name: Barry Scler
Title: Vice President

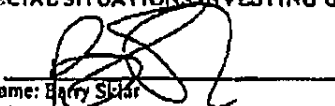
JALW

THE GOLDMAN SACHS GROUP, INC.

JALW

By: 
Name: Milton R. Millman
Title: Assistant Secretary

SPECIAL SITUATIONS INVESTING GROUP III, INC.

By: 
Name: Barry Scler
Title: President

JALW

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15 JUL 21 AM 9:51
CLERK OF DISTRICT COURT
NORTH CAROLINA