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K. SALY
EXAMINER
NOV 13 2013

CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 880474 4305845

AUTHORIZATION : Coleman

COST LIMIT : $ 125.00

ORDER DATE : November 11, 2013

ORDER TIME : 3:35 PM

ORDER NO. : 880474-005

CUSTOMER NO: 4305845

FOREIGN FILINGS

NAME: HYPERION DEVELOPMENT S.A.R.L.
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: ____________________

CR2E027 (9/10)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hyperion Development S.a.r.l.
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:

Julio C. Rodriguez
Name of Person

Amicorp US Director Services LLC
Firm/Company

1001 Brickell Bay Drive Suite 2306, Miami FL 33131
Address

Miami, FL 33131
City/State and Zip Code

j.rodriguez@amicorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julio Cesar Rodriguez at (305) 416-4730
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. Hyperion Development S.a.r.l. 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. Luxembourg
(Jurisdiction under the law of which foreign limited liability company is organized)

3.
(FEI number, if applicable)

4. September 27, 2013
(Date of Organization)

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

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

7. 55 Avenue de la Liberté, L-1931, Luxembourg
(Street Address of Principal Office)

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TALLAHASSEE, FLORIDA

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:

SEE ATTACHED SCHEDULE A

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:
provision of passive financial services to group companies

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

ERIC FADY
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Schedule A

Name	Title	Address
Stéphane Biver	Class A Manager	128, Boulevard de la Pétrusse L – 2330 Luxembourg
Alain Noullet	Class A Manager	128, Boulevard de la Pétrusse L – 2330 Luxembourg
Eric Fady	Class B Manager	58, Wavendon Avenue GB – W4 4NS London

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:

Hyperion Development S.a.r.l.

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

Hyperion Development LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
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.

Corporation Service Company
By: ______________________
(Signature) Janet Budhu, Asst. Vice President

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

Luxembourg Commercial and Companies Register

Document bearing an advanced electronic signature

The present extract has been drawn up electronically and bears an advanced electronic signature by the Official responsible for maintaining the Commercial and Companies Register in order to guarantee the authenticity of the origin and the integrity of the information contained in this extract, as compared with the information recorded or with the documents lodged in the Commercial and Companies Register.

Philippe Lonien [digital signature]

CERTIFIED TRUE TRANSLATION
KIM BAULER
Sworn Translator
(Ministerial Decree of 17 September 2010)
Luxembourg, 15/10/2013

Luxembourg Commercial and Companies Register

EXTRACT

Hyperion Development S.à r.l.

Registration number: B 180582
Date of registration/entry: 07 October 2013

Company or business name(s):
Hyperion Development S.à r.l.

Legal form: Limited liability company *(Société à responsabilité limitée)*

Registered office:
55, avenue de la Liberté
L-1931 Luxembourg

Statement of the object of the company: The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships. The Company may borrow in any form and proceed to the issuance of bonds, without a public offer, and to the issuance of debentures. In a general fashion the Company may grant assistance to affiliated or group companies as well as to any other entity that is or will be investing in affiliated or group companies and to any other entity it is interested in, take any controlling and supervisory measures and carry out any operation, which it may deem useful in the accomplishment and development of its purposes. The Company may act as a director of other companies and to manage such companies, which must not necessarily be subsidiaries of the Company. The Company may further carry out any (*)

Corporate capital/Registered capital:

Amount: 20,000 USD

State of payment: fully paid-up

Date of incorporation: 27 September 2013

Duration:
Unlimited

Financial year:
By derogation, the financial year which started on 27 September 2013 shall end on 31 December 2013.
From: 01/01 to: 31/12

Partner(s):
Company or business name: HIG Finance Limited
Legal form: Limited liability company *(Société à responsabilité limitée)*
Country: United Kingdom
Registration number: 8721671
Name of registered office: Commercial Register and Commercial Court of England and Wales
Registered office of the legal person:
16, Eastcheap, GB – EC3M 1BD London
Number of shares held: 20,000

Director(s)/manager(s):

Signing regime as laid down by the Articles of Association: The Company shall be bound by the joint signature of a class A manager and a class B manager.

Management body: Board of Managers

Surname: BIVER First name(s): Stéphane
Function: Class A Manager
Private or business address of the natural person:
128, Boulevard de la Pétrusse, L-2330 Luxembourg
Term of office: Unlimited Date of appointment: 27 September 2013

Surname: NOULLET First name(s): Alain
Function: Class A Manager
Private or business address of the natural person:
128, Boulevard de la Pétrusse, L-2330 Luxembourg
Term of office: Unlimited Date of appointment: 27 September 2013

Surname: FADY First name(s): Eric
Function: Class B Manager
Private or business address of the natural person:
58, Wavendon Avenue, GB-W4 4NS London
Term of office: Unlimited Date of appointment: 27 September 2013

CERTIFIED TRUE TRANSLATION
KIM BAULER
Sworn Translator
(Ministerial Decree of 17 September 2010)
Luxembourg 15.10.2013

(*) Extract from the register: for details, please refer to the file.

Certified a true extract ([1])

Luxembourg, 15 October 2013

The Official responsible for maintaining the Commercial and Companies Register ([2])

[1] Pursuant to Article 21, paragraph 2, of the amended Law of 19 December 2002 on the Commercial and Companies Register and the account-keeping and annual accounts of businesses and Article 21 of the amended Grand-Ducal Regulation of 23 January 2003 implementing the Law of 19 December 2002, this extract sets out at least the updated situation of the data communicated to the Commercial and Companies Register up until three days before the date of issue of the said extract. Any change notified to the Commercial and Companies Register since then may not have been taken into account when issuing the extract.

[2] The present extract has been drawn up and signed electronically.
The Official responsible for maintaining the Commercial and Companies Register only guarantees the authenticity of the origin and the integrity of the information contained in this extract, as compared with the information recorded in the Commercial and Companies Register, if the present extract bears an electronic signature issued by that Official.

Registre de Commerce
et des Sociétés
Luxembourg

CERTIFIED TRUE COPY
Belvaux (Luxembourg), 15 OCT. 2013

Jean-Joseph WAGNER, notaire - SANEM -

Document muni d'une signature électronique avancée

Le présent document est établi électroniquement et est muni d'une signature électronique avancée par le gestionnaire du registre de commerce et des sociétés de manière à garantir l'authenticité de l'origine et l'intégrité des informations contenues sur ce document par rapport aux informations inscrites ou par rapport aux documents déposés au registre de commerce et des sociétés.

Philippe
Lonien

Digitally signed by Philippe Lonien
DN: c=LU, l=LU, o=RCSL G.I.E., ou=C24, cn=Philippe Lonien, sn=Lonien, givenName=Philippe, serialNumber=10100320900007092836, email=philippe.lonien@rcsl.lu, title=Professional Person
Date: 2013.10.15 08:31:13 +02'00'

Registre de Commerce et des Sociétés
Luxembourg

EXTRAIT

Hyperion Development S.à r.l.

Numéro d'immatriculation : B 180582
Date d'immatriculation / d'inscription : 07/10/2013

Dénomination(s) ou raison(s) sociale(s) :
Hyperion Development S.à r.l.

Forme juridique : Société à responsabilité limitée

Siège social :
55, avenue de la Liberté
L - 1931 Luxembourg

Indication de l'objet social : L'objet de la Société est la prise de participations, sous quelques formes que ce soit, dans des sociétés luxembourgeoises et étrangères, l'acquisition par l'achat, la souscription ou de toute autre manière, ainsi que le transfert par vente, échange ou autre, d'actions, d'obligations, de reconnaissances de dettes, notes ou autres titres de quelque forme que ce soit, et la propriété, l'administration, le développement et la gestion de son portefeuille. La société peut en outre prendre des participations dans des sociétés de personnes. La Société peut emprunter sous toutes les formes et procéder à l'émission d'obligations (à condition que celle-ci ne soit pas publique) et à l'émission de reconnaissances de dettes. D'une façon générale, elle peut accorder une assistance aux sociétés affiliées ou aux sociétés du groupe ainsi qu'à toute autre entité qui investit ou qui investira dans des sociétés affiliées ou des sociétés du groupe et à toute autre entité à laquelle elle s'intéresse, prendre toutes mesures de contrôle et de supervision et accomplir toute opération qui pourrait être utile à l'accomplissement et au développement de son objet. La Société peut agir en tant qu'administrateur d'autres sociétés et administrer de telles sociétés, qui ne devront pas nécessairement être des filiales de la Société. La Société pourra en outre effectuer toute opération (*)

Capital social / fonds social :

Montant : 20.000 USD

Etat de libération: Entièrement libéré

Date de constitution : 27/09/2013

Durée :
Illimitée

Exercice social :
Par exception, l'exercice social ayant débuté en date du 27/09/2013 se terminera en date du 31/12/2013.
Du: 01/01 au: 31/12

Adresse postale: L-2961 Luxembourg Tél (+352) 26 428-1 Fax (+352) 26 42 85 55 www.rcsl.lu
RCSL G.I.E. R.C.S. Luxembourg C24 Siège et guichets: Centre administratif Pierre Werner, 13, rue Erasme L-1468 Luxembourg

Associé(s) :

Dénomination ou raison sociale : HIG Finance Limited
Forme juridique : Société à responsabilité limitée
Pays : Royaume-Uni
Numéro d'immatriculation : 8721671
Nom du registre : Registre du Commerce et Tribunal de Commerce en Angleterre et au Pays de Galles
Siège social de la personne morale :
16, Eastcheap, GB - EC3M 1BD Londres
Parts détenues : 20.000

Administrateur(s)/gérant(s) :

Régime de signature statutaire : La Société peut être engagée uniquement par la signature conjointe d'un gérant de classe A et d'un gérant de la classe B.

Organe : Conseil de gérance

Nom : BIVER Prénom(s) : Stéphane
Fonction : Gérant de catégorie A
Adresse privée ou professionnelle de la personne physique :
128, Boulevard de la Pétrusse, L - 2330 Luxembourg
Durée du mandat : Indéterminée Date de nomination : 27/09/2013

Nom : NOULLET Prénom(s) : Alain
Fonction : Gérant de catégorie A
Adresse privée ou professionnelle de la personne physique :
128, Boulevard de la Pétrusse, L - 2330 Luxembourg
Durée du mandat : Indéterminée Date de nomination : 27/09/2013

Nom : FADY Prénom(s) : Eric
Fonction : Gérant de catérogie B
Adresse privée ou professionnelle de la personne physique :
58, Wavendon Avenue, GB - W4 4NS Londres
Durée du mandat : Indéterminée Date de nomination : 27/09/2013

(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme (¹)

Luxembourg, le 15/10/2013

Le gestionnaire du registre de commerce et des sociétés (²)

¹ En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

² Le présent extrait est établi et signé électroniquement.
Le gestionnaire du registre de commerce et des sociétés ne garantit l'authenticité de l'origine et l'intégrité des informations contenues sur le présent extrait par rapport aux informations inscrites au registre de commerce et des sociétés que si le présent extrait comporte une signature électronique émise par le gestionnaire du registre de commerce et des sociétés.

RC001