

M160000000354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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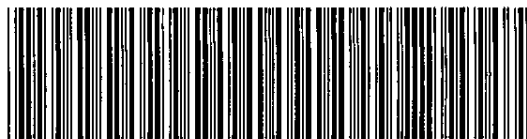
(Business Entity Name)

(Document Number)

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JAN 14 2016
J. HARRIS

Date: 01/13/2016

Account #: I20000000088

Name: Darian Shump

Reference #: D281116

ENTITY NAME: GL CAPITAL ENGINE HOLDINGS II, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: 125.00

Signature: _____

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200

E-Mail: info@nationalcorp.com Website: www.nationalcorp.com

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. GL Capital Engine Holdings II, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 47-5101375

(FEI number, if applicable)

4. N/A

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Avenue Capital Management II, L.P.

399 Park Avenue, 6th Floor, New York, NY 10022

(Street Address of Principal Office)

6. c/o Avenue Capital Management II, L.P.

399 Park Avenue, 6th Floor, New York, NY 10022

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 115 North Cathoun St., Suite 4

Tallahassee

(City)

, Florida 32301

(Zip code)

Registered agent's acceptance:

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 application, 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.

Rose Marie Cole

(Registered agent's signature) Rose Marie Cole, Assistant Secretary

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Sonia Gardner, Its Member, Avenue Capital Management II, L.P., its manager

by Avenue Capital Management II Gen Par, LLC, its general partner

399 Park Avenue, 6th Floor, New York, NY 10022

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Sonia Gardner

Typed or printed name of signee

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GL CAPITAL ENGINE HOLDINGS II, 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 ELEVENTH DAY OF JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GL CAPITAL ENGINE HOLDINGS II, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5811640 8300

SR# 20160149017

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201650354

Date: 01-11-16