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To:

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

From:

Account Name : Vcorp SERVICES, LLC
Account Number : I20080000067
Phone : (845)425-0077
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Email Address: State notices @ vcorp services .com

**Foreign Limited Liability Company
Midnight Capital Partners LLC**

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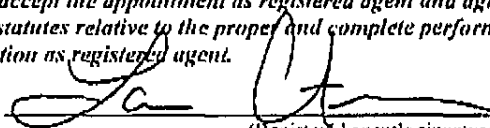
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Midnight Capital Partners LLC
(Name of Foreign Limited Liability Company; 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. _____
(FEI number, if applicable)
4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)
5. 1430 Broadway Suite 1605
New York, NY 10018
(Street Address of Principal Office)
6. 1430 Broadway Suite 1605
New York, NY 10018
(Mailing Address)
7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Vcorp Services, LLC
Office Address: 5011 South State Road 7, Suite 106
Davie, Florida 33314
(City) (Zip code)

Registered agent's acceptance:

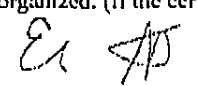
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

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

Nightingale Properties, LLC, 1430 Broadway Suite 1605, New York, NY 10018, Member

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.

Andrew Martin

Typed or printed name of signer

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDNIGHT CAPITAL PARTNERS 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 MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MIDNIGHT CAPITAL PARTNERS LLC" WAS FORMED ON THE TENTH DAY OF MARCH, A.D. 2016.

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You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201973653

Date: 03-11-16