

M98000000042



ACCOUNT NO. : 072100000032

REFERENCE : 671392 4304950

AUTHORIZATION

Patricia Piggott

COST LIMIT : \$ 293.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 2:12

ORDER DATE : January 15, 1998

ORDER TIME : 1:11 PM

ORDER NO. : 671392-010

500002403405--5

CUSTOMER NO: 4304950

CUSTOMER: Ms. Amy Bannes
Nutter, McClennen & Fish
One International Pl

Boston, MA 021102699

FOREIGN FILINGS

NAME: MT GENERAL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILE 1st

BK
1/16/98
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WINSTON-SALEM, N.C.
TRANSACTION

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WINSTON-SALEM, N.C.
TRANSACTION

8. List name, title, and business address of each managing member [GRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

MLPm

[illegible]

Figure 1

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
MT General LLC _____ deposes and says:

- 1) the above named limited liability company has at least two members*
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000 . This total includes amounts from 2 and 3 above.

Paul R. Ehlers

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

im

* **MT General LLC is a single member limited liability company formed under
the laws of the State of Delaware.**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

MT General LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 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.

By: 

(Signature)

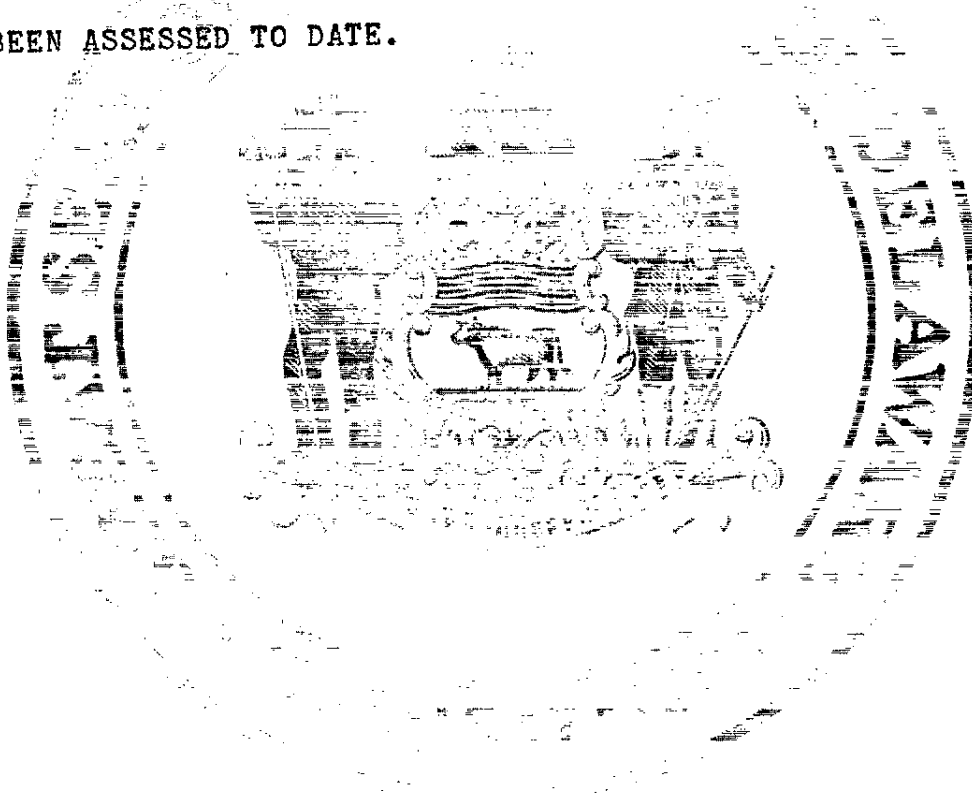
January 16, 1998

(Date)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MT GENERAL 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 FIFTEENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 2:12



Edward J. Freel

Edward J. Freel, Secretary of State

2837379 8300

981018735

AUTHENTICATION: 8868986
DATE: 01-15-98