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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

United States Export Services III
LL Services

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership <u>LLC</u>
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CF -285

Ordered By: _____
Date: _____

**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. UNITED STATES EXPORT SERVICES III LIMITED LIABILITY COMPANY
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so
contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. 1-12-98
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will
cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 15 E. NORTH STREET, DOVER, DE 19901

(Street address of principal office)

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

NAME & ADDRESS:
UNITED STATES EXPORT
FUND III LP

TITLE:
MGR

7505 Greenway Center Dr #202
Greenbelt, MD 20770

NAME & ADDRESS:

TITLE:

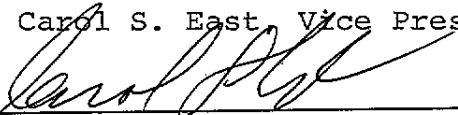
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of UNITED STATES EXPORT
SERVICES III LIMITED LIABILITY COMPANY deposes and says:

- one
- 1) the above named limited liability company has at least ~~two~~ members.
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
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 \$ 49,500,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 49,500,000.00

Carol S. East, Vice President



Signature of a member or authorized representative of a member.

BY: UNITED STATES EXPORT FUND III, L.P. BY: UNITED STATES EXPORT SVS III, INC. ITS GP
(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.)

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

UNITED STATES EXPORT SERVICES III LIMITED LIABILITY COMPANY

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

HIQ CORPORATE SERVICES, INC.

(Name)

526 EAST PARK AVENUE, SUITE 200

(P.O. Box or Mail Drop 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.

B4: Roxanne D. Mennals

(Signature)

1/29/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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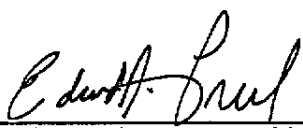
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED STATES EXPORT SERVICES III LIMITED LIABILITY COMPANY" 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNITED STATES EXPORT SERVICES III LIMITED LIABILITY COMPANY" WAS FORMED ON THE TWELFTH DAY OF JANUARY, A.D. 1998.




Edward J. Freel, Secretary of State

2845342 8300

AUTHENTICATION: 8888919

981033871

DATE: 01-28-98