



THE UNITED STATES
CORPORATION
COMPANY

M98000000190

ACCOUNT NO. : 072100000032

REFERENCE : 698681 4218A

AUTHORIZATION

Patricia Piggott

COST LIMIT : \$ 346.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:19

ORDER DATE : February 9, 1998

ORDER TIME : 11:46 AM

ORDER NO. : 698681-040

1,535.00

300002441613--0

CUSTOMER NO: 4218A

CUSTOMER: Judy Gonzalez, Legal Asst
Peper Martin Jensen Maichel
Twenty-fourth Floor
720 Olive Street
St. Louis, MO 63101

FILED
98 FEB 26 PM 1:53
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:43

FOREIGN FILINGS

NAME: SLP CAPITAL II, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cindy Harris

W9800002516
W9800004387

(C)

nyk



RESUBMIT

Please give original

submission date as file date.

Sandra B. Mortham
Secretary of State

February 26, 1998

CINDY HARRIS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SLP CAPITAL II, L.L.C.
Ref. Number: W98000004387

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We have received your document for SLP CAPITAL II, L.L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

PLEASE NOTE THAT WE HAVE RETAINED YOUR DOCUMENTS.

The application indicates that this company began transacting business in Florida on July 1, 1997. If this is so, then it must pay penalty fees.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,188.75.

*please deduct amount from
PA account*

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00011019

*Thank you
Cindy*

*Patricia Pizzuti
authoriza*

RECEIVED
98 FEB 27 PM 3:43
DIVISION OF CORPORATIONS

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:

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1. SLP CAPITAL II, L.L.C.
(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. 43-1789798
(FEI number, if applicable)
4. June 27, 1997
(Date of Organization)
5. December 31, 2037
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 712 North Second Street, St. Louis, MO 63102, Attn: Mr. Henry M. Edmonds
(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:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Henry M. Edmonds</u>	<u>Managing Director</u>	<u>Richard W. Perry</u>	<u>Managing Director</u>
<u>712 N. Second St.</u>		<u>5800 Corporate Way</u>	
<u>St. Louis, MO 63102</u>		<u>West Palm Beach, FL 33407</u>	
<u>William L. Polk</u>	<u>Managing Director</u>	<u>E. Perot Bissell IV</u>	<u>Managing Director</u>
<u>712 N. Second St.</u>		<u>1201 Third Avenue, #1950</u>	
<u>St. Louis, MO 63102</u>		<u>Seattle, WA 98101</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of SLP Capital II, L.L.C. deposes and says:

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1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ None

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

\$ 94,536*

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

\$ 94,536

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 94,536

*General Partner interest in Security Leasing Partners, L.P.
Limited Partner interest in Security Leasing Partners, L.P.

Agreed Value
\$47,268
47,268
<u>\$94,536</u>

X [Signature]
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.)

Filing Fee: \$250.00 for Application and Affidavit

**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:

SLP Capital II, L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street

(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.

Karen B. Rzar
(Signature)

2-24-98
(Date)

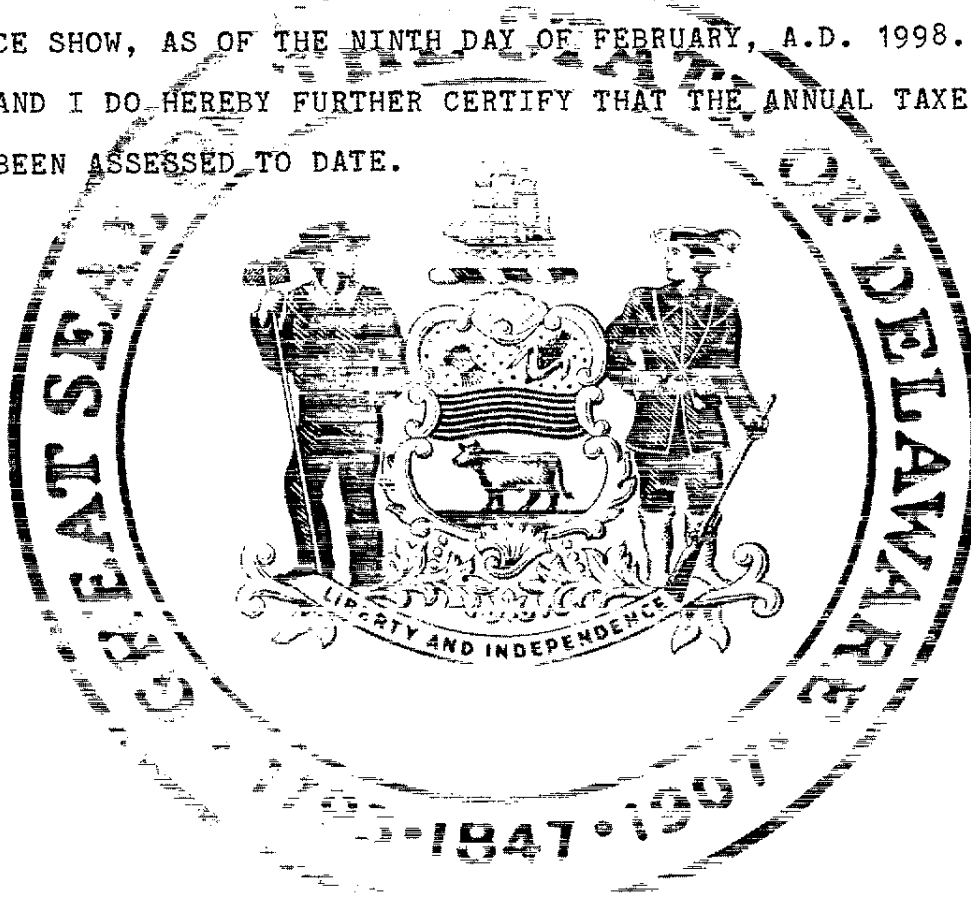
Filing Fee: \$ 35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLP CAPITAL II, L.L.C." 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 NINTH DAY OF FEBRUARY, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:43



Edward J. Freel

Edward J. Freel, Secretary of State

2767527 8300

981050568

AUTHENTICATION: 8910319
DATE: 02-09-98