

M98000000301

Mr Burrkain Co

Requestor's Name

2021 Arch St.

Address

Philadelphia, PA

City/State/Zip

Phone #

Local #
222-7731

19103-1491

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bouclier Vert Limite, L.L.C.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) 500002460915--3
-04/02/98--01013--004

3. (Corporation Name) (Document #) ****137.25 ****137.25

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

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

500002460915--3
-03/18/98--01077--001
****147.75 ****147.75

"CORAFORL"

6298 6265

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 type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	C. TAX
<input type="checkbox"/>	Trademark FILING 250.00
<input type="checkbox"/>	Other AGENT FEE 350.00
<input type="checkbox"/>	C. COPY
<input type="checkbox"/>	TOTAL 285.00
<input type="checkbox"/>	N. BANK
<input type="checkbox"/>	BALANCE DUE
<input type="checkbox"/>	REFUND

Name	
Availability	KWM
Document	
Examiner	K
Updater	K
Updater	
Verifier	KWM
Acknowledgement	KWM

Examiner's Initials	W.P. Verifier	KWM
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1998

M. BURR KEIM COMPANY
2021 ARCH ST.
PHILADELPHIA, PA 19103-1491

SUBJECT: BOUCLIER VERT LIMITE', L.L.C.
Ref. Number: W98000006265

We have received your document for BOUCLIER VERT LIMITE', L.L.C. and your check(s) totaling \$147.75. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$137.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 298A00015146

**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. BOUCLIER VERT LIMITE, 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. _____
(FEI number, if applicable)

4. December 8, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Date of Authorization
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 803 Shipley Street
Wilmington, DE 19801
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will
manage the foreign limited liability company in Florida: (attach additional page if necessary)

BOARD OF MANAGERS

Frank B. Smith

66 Euclid Street, Suite B

Woodbury, New Jersey 08096

Susan Hallman

c/o 31 West 52nd Street, 23rd Fl.

New York, New York 10019

Laura Swartz

c/o 16875 West Bernardo Drive

San Diego, California 92127

Mark Casale

c/o 500 Office Center Drive

Suite 400

Ft. Washington, Pennsylvania 19304


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

The undersigned member or authorized representative of a member of Bouclier Vert Limite, L.L.C.
d/b/a Green Shield Limited, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members which are Smith Investment Group, Inc. and Advanta Mortgage Holding Company
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 400,040.00 . A description of the property is attached and made a part hereof
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,400,040.00 . This total includes amounts from 2 and 3 above.

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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: \$ 52.50 for Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is: BOUCLIER VERT LIMITE, L.L.C.

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

W. Bradley Munroe, Esquire

(Name)

239 East Virginia Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

W. Bradley Munroe
(Signature)

3/16/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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"Old Green Shield" is the same as Bouclier Vert Limite', L.L.C. d/b/a Green Shield Limited, L.L.C.

(c) Contribution of Assets. In reliance on the representations, warranties and covenants contained herein and subject to the terms and conditions hereof, on the Closing Date (as defined herein), Old Green Shield is contributing to the Company, and the Company is acquiring, all of the assets, properties, rights, licenses, permits, contracts, causes of action and claims of every kind and description, wherever located, personal or mixed, tangible or intangible Relating to the Business, including, without limitation, the following (collectively, the "Contributed Assets"):

(i) all assets reflected on the Balance Sheet (as defined herein) (including, without limitation, (A) all intangible assets inherent in the Business such as orders, outstanding proposals and customer lists and (B) any items

classified as assets which would be included on a balance sheet of the Business as of such date, except for the fact that such items are fully depreciated or have been otherwise written off), with only such changes therein as shall have occurred in the ordinary course of business between the close of business on the Balance Sheet Date (as defined herein) and the Closing Date, or otherwise as may have been consented to in writing by the Company and (c) all intangible assets to the extent not reflected on the Balance Sheet;

(ii) all cash and cash equivalents Relating to the Business existing of the Closing Date;

(iii) all Intellectual Properties (as defined herein), real property and personal property and interests therein, including, without limitation, fixtures, improvements, equipment, furniture, office equipment, communications equipment and other tangible and intangible property (and interests in any of the foregoing) owned by Old Green Shield and Relating to the Business;

(iv) all of the prepaid expenses and deposits Relating to the Business;

(v) to the extent their transfer is permitted by law, all licenses, permits, approvals, authorizations, registrations, consents, franchises, certificates and applications therefor (collectively "Permits") from or with any Governmental Authority (for purposes hereof, "Governmental Authority" means any administrative agency, commission, court, arbitral tribunal, or other governmental agency or instrumentality, domestic or foreign, of competent jurisdiction) Relating to the Business and existing on the Closing Date;

(vi) all rights of Old Green Shield relating to the Contributed Assets or the Business under leases, contracts, plans, commitments and Permits or other items (whether written or oral) required to be set forth on Schedules 4(1)(i), 4(1)(ii), 4(1)(iv), 4(1)(x) and 4(1)(xiii) hereto and purchase and sales orders Relating to the Business (collectively, the "Assigned Contracts");

(vii) all books, records, files, contracts, plans, notebooks, production and sales data and other data, customer and supplier lists and other data of Old Green Shield relating to the Contributed Assets or Relating to the Business, including all payroll, personnel and other employee records for the Business Personnel (as defined herein) whether or not located at the principal place of business of Old Green Shield, and whether or not in tangible form or in the form of intangible computer storage media such as optical disks, magnetic disks, tapes and similar storage media;

(viii) all on-going and future contracts, agreements, licenses, commitments, work orders or other engagements and other instruments of any kind, whether written or oral, that relate to the Business or any of the Contributed Assets;

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(ix) all mailing lists, client lists, supplier lists and account files, subscriber lists, confidential or secret processes, manuals or business procedures, trade secrets, know-how devices, discoveries, improvements, formulae, plans, ideas, and other proprietary or Confidential Information (as defined herein) used in or Relating to the Business (including without limitation, financial information and pricing arrangements with clients, take-out investors or suppliers), and not included as Intellectual Properties (collectively, the "Trade Secrets");

(x) any written quotation, bid or proposal made by Old Green Shield Relating to the Business that, if accepted, would lead to a contract with a Person (as defined herein) for the provision of services or purchase of assets by the Business;

(xi) the business goodwill of Old Green Shield;

(xii) all of Old Green Shield's right, title and interest to claims and causes of action relating to the Contributed Assets or the Business or any of the foregoing; and

(xiii) all other property, rights and assets (whether owned or leased) of Old Green Shield not listed above and Relating to the Business.

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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 "BOUCLIER VERT LIMITE", 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 SIXTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOUCLIER VERT LIMITE", L.L.C." WAS FORMED ON THE EIGHTH DAY OF DECEMBER, A.D. 1997.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8957694

DATE:

03-06-98