

M98000000302



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 760826 4300458

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ ~~70.00~~ 285.00

ORDER DATE : March 30, 1998

ORDER TIME : 11:12 AM

ORDER NO. : 760826-010

CUSTOMER NO: 4300458

CUSTOMER: Karen S. Young, Legal Asst
Coudert Brothers
1114 Ave. Of The Americas

New York, NY 10036

200002473682-7

FOREIGN FILINGS

NAME: SLP II LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 2:47

RECEIVED
98 MAR 31 PM 12:07
DIVISION OF CORPORATION

OK
M98-302

**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. SLP II LLC
(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. Please note "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1801566
(FBI number, if applicable)
4. December 18, 1997
(Date of Organization)
5. December 16, 2017
(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. 712 North Second Street, Suite 200
St. Louis, MO 63102
(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>Member of Security Capital Funding L.L.C.,</u>		
<u>712 North Second Street</u>	<u>the General Partner of SLP Ventures, L.P., the</u>		
<u>Suite 200</u>	<u>Sole Member of SLP II LLC</u>		
<u>St. Louis, MO 63102</u>			

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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, 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: SLP II 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, 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 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:

Sylvia M. White

(Signature)

3/30/98

(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of SLP II LLC

deposes and says:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 11,750
- 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 \$ 11,750. This total includes amounts from 2 and 3 above.

SLP II LLC

By: SLP Ventures, L.P., Sole Member

By: Security Capital Funding L.L.C., General Partner

By: Hugh E

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.)

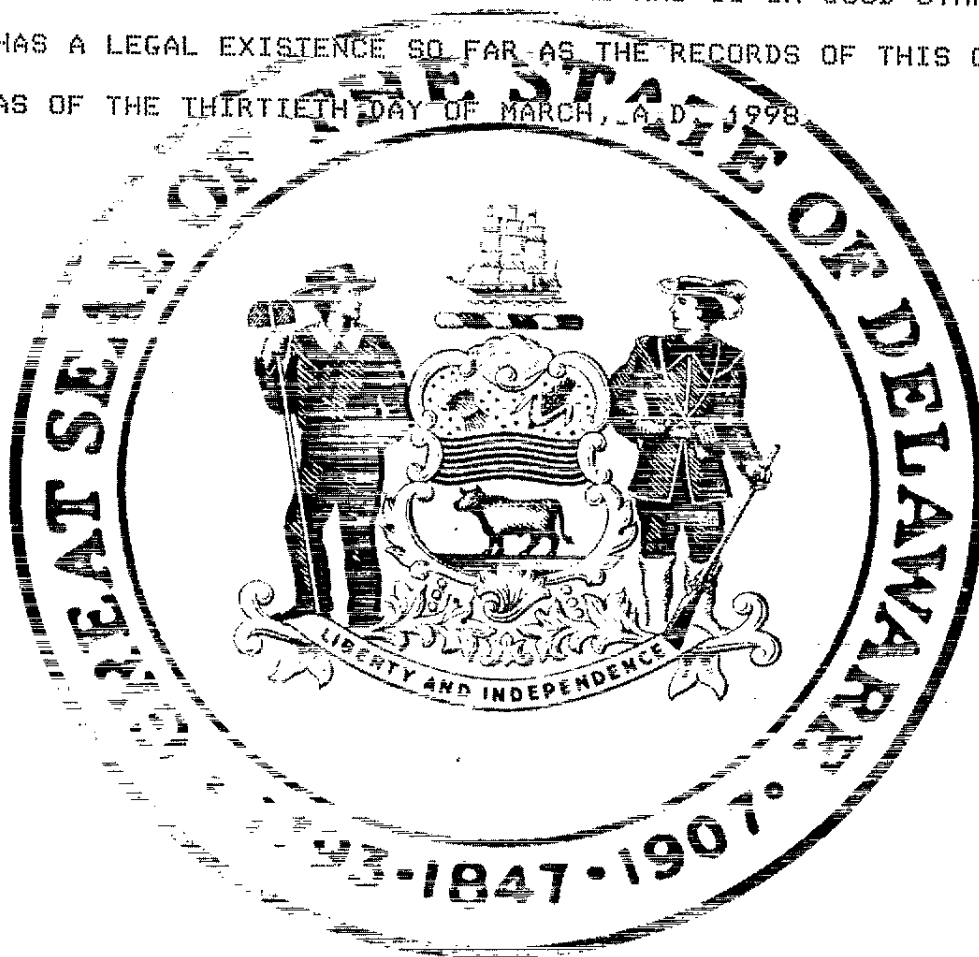
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLP II 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 THIRTIETH DAY OF MARCH, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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981121422

AUTHENTICATION:

9000669

DATE:

03-30-98