

17980000001037

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

700002642047--4

-09/17/98--01054--002

****285.00 ****285.00

ASP MV, L.L.C.

98 SEP 17 PM 3:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:00

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

| | |
|-------------------|-----|
| Name | MBH |
| Availability | MBH |
| Document Examiner | MBH |
| Updater | MBH |
| Verifier | MBH |
| Acknowledgment | MBH |
| W.P. Verifier | MBH |

9/17/98

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOEY

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. ASP MV, 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 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 11, 1998 5. 12/31/2047
(Date of Organization) (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. 599 Lexington Avenue, Suite 3800
New York, NY 10022
(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>ASP Financing, L.L.C.</u> | <u>Managing Member</u> | <u></u> | <u></u> |
| <u>599 Lexington Avenue, Suite 3800</u> | | <u></u> | |
| <u>New York, NY 10022</u> | | <u></u> | |
| <u></u> | <u></u> | <u></u> | <u></u> |
| <u></u> | | <u></u> | |
| <u></u> | | <u></u> | |
| <u></u> | <u></u> | <u></u> | <u></u> |
| <u></u> | | <u></u> | |
| <u></u> | | <u></u> | |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 3:25

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official
having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign
language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASP MV, 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 SIXTEENTH DAY OF SEPTEMBER, 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 SEP 17 PM 3:25



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2931972 8300

981358982

9304487

09-16-98

**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: ASP MV, L.L.C.

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM

Randy A. Shelley
(Signature)

**RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY**

9/16/98
(Date)

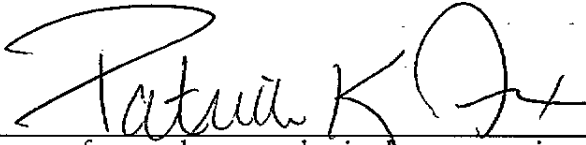
FILING FEE: \$ 35 for Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 3:25

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of ASP MV, L.L.C. deposes and says:

- 1) the above named limited liability company has one member;
- 2) the total amount of cash contributed by the members is \$2,766,660.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$-0-. This cash total includes amounts from 2 above;
- 4) the total amount of cash or property anticipated to be contributed by members is \$2,766,660.00. This total includes amounts from 2 and 3 above.



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.)

Patrick K. Fox, Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 3:25