

Document Number Only

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C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002648935--6

-09/25/98-01037-011

****285.00 ****285.00

Level 3 Capital Equipment, LLC

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DIVISION OF CORPORATIONS
98 SEP 25 PM 1:09

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

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☐ Fictitious Name

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CR2E031 (1-89)

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**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:

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1. Level 3 Capital Equipment, 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.)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 7, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

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

7. 3555 Farnam Street, Suite 200, Omaha, NE 68131
(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>James O. Crowe</u>	<u>Mgr</u>	<u></u>	<u></u>
<u>3555 Farnam, Ste 200</u>		<u></u>	
<u>Omaha, NE 68131</u>		<u></u>	
<u>R. Douglas Bradbury</u>	<u>Mgr</u>	<u></u>	<u></u>
<u>3555 Farnam, Ste 200</u>		<u></u>	
<u>Omaha, NE 68131</u>		<u></u>	
<u>Terrence J. Ferguson</u>	<u>Mgr</u>	<u></u>	<u></u>
<u>3555 Farnam, Ste 200</u>		<u></u>	
<u>Omaha, NE 68131</u>		<u></u>	

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.)

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

Level 3 Capital Equipment, LLC

2. The name and the Florida street address of the registered agent and office are:

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(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 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

Anne E Diamond

(Signature)

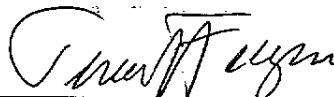
Anne E. Diamond, Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
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The undersigned member or authorized representative of a member of Level 3 Capital
Equipment, LLC certifies:

- 1) the above named limited liability company has at least ^{one}~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 10,000 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000 .
(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.)

Terrence J. Ferguson, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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 "LEVEL 3 CAPITAL EQUIPMENT, 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 THIRTY-FIRST DAY OF AUGUST, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9278086

08-31-98