

Document Number Only

7498000001351

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002689245--0

-11/17/98-01031-024

****285.00 ****285.00

00789-01114-00671 -W18-258108

Acetone VA Partners, LLC

- 98 NOV 17 PM 3:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS
- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
| | | <input checked="" type="checkbox"/> Pick Up |

Name	MAH
Availability	MAH
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Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

NOV 17 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1998

CT CORPORATION SYSTEM

SUBJECT: MELLON VA PARTNER, LLC
Ref. Number: W98000025868

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98 NOV 17 PM 3:39

We have received your document for MELLON VA PARTNER, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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.

Michelle Hodges
Document Specialist

Letter Number: 898A00055235

*Please back
date this filing to
11-17-98*

RECEIVED

98 NOV 18 PM 2:24

DIVISION OF CORPORATIONS

**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. Mellon VA Partner, 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. Pennsylvania 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4/17/98 5. Perpetual
(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. One Mellon Bank Center
500 Grant Street, Pittsburgh, PA 15258
(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:
MANAGERS:			
<u>Philip K. Hamm</u>	<u>President</u>	<u>MGRM</u>	<u>MGR</u>
<u>2502 Acorn Court</u>			
<u>Wexford, PA 15090</u>			
<u>Victor A. Bertoty</u>	<u>Vice President</u>	<u>MGRM</u>	<u>MGR</u>
<u>2425 Traci Drive</u>			
<u>Pittsburgh, PA 15237</u>			
<u>Robert A. Smith</u>	<u>Treasurer</u>	<u>MGRM</u>	<u>MGR</u>
<u>1632 Georgetown Place</u>			
<u>Pittsburgh, PA 15235</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.)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 26, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT, _____

MELLON VA PARTNER, LLC _____

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show as of the date herein. _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in dark ink, appearing to read "G. L. Kane", written over a horizontal line.

Secretary of the Commonwealth

CFEN

**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: Mellon VA Partner, LLC

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)

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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.

C T CORPORATION SYSTEM

Korri A Behler
(Signature)

11/16/98
(Date)

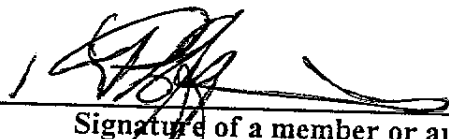
KORRI A. BEHLER
Special Assistant Secretary

FILING FEE: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Mellon VA Partner, LLC
_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$875,000 ;
- 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.) The property
~~and~~ is leased, as is most of the equipment.
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$875,000
(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.)

Peter A. Lofquist, President of the Member:

Typed or printed name of signee
MELLON LEASING CORPORATION

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Filing Fee: \$250.00 for Application and Affidavit