

Document Number

1199000001208

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

700002948997--1

-08/03/99--01038--022

\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

MP Operating II, LLC

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

8/3/99

PLEASE RETURN EXTRA COPY(S)  
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THANKS  
Connie

BH

8/3/99

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
199 AUG -3 PM 1:33

**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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STATE OF FLORIDA  
DEPARTMENT OF REVENUE

1. MP Operating II, LLC  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. 59-3573717  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/23/99 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/24/99  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 9240 Bonita Beach Road, Suite 1101  
Bonita Springs, Florida 34135  
(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>MP Operating II, Inc.</u>	<u>Manager &amp; Member</u>	<u></u>	<u></u>
<u>9240 Bonita Beach Road, Suite 1100</u>		<u></u>	
<u>Bonita Springs, FL 34135</u>		<u></u>	
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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.)

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

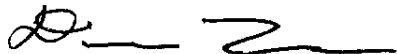
The undersigned member or authorized representative of a member of \_\_\_\_\_

MP Operating II, LLC

certifies:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00 ;
- 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 \$ 100.00 .  
(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.)

Douglas Listman, Chief Financial Officer

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

## 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  
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

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CORPORATIONS  
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1. The name of the Limited Liability Company is:

MP Operating II, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

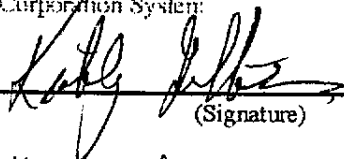
Plantation

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:

  
(Signature)

Kimberly Gilbertson, Asst. Secy.

**Filing Fee: \$ 35 for Designation of Registered Agent**

*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 "MP OPERATING 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 TWENTY-SEVENTH DAY OF JULY, A.D. 1999.

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

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OFFICE OF CORPORATIONS  
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Edward J. Freel, Secretary of State

3020287 8300

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AUTHENTICATION: 9888632

DATE: 07-27-99