

M11000002495

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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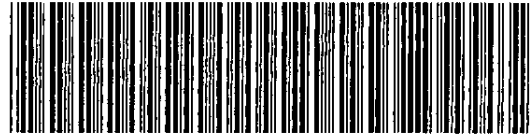
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EXAMINER

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11 MAY 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGM INNOVA CAPITAL



April 27 2011

Registration Section, Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

SUBJECT: MGM INNOVA CAPITAL LLC

Dear Sir, Madame,

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," "Certificate of Existence", and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maria Pia Iannariello/Fonte Ruggieri

MGM International LLC

501 Brickell Key Dr. Suite 509, Miami FL 33131

Email: mariapi@mgmholdings.us

For further information concerning this matter, do not hesitate to email me or call me at +1.202.285.2466 or the number listed below.

Kind regards

A handwritten signature in black ink, appearing to read "Maria Pia Iannariello", is written over the typed name.

Maria Pia Iannariello

MGM Innova Capital LLC
501 Brickell Key Dr. Suite 509, Miami FL 33131
Mobile: +1.786.975.2188 x 105
Fax: +1.305.675.0968



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2011

MARIA PIA IANNARIELLO
501 BRICKELL KEY DRIVE, STE. 509
MIAMI, FL 33131

SUBJECT: MGM INNOVA CAPITAL LLC
Ref. Number: W11000024309

We have received your document for MGM INNOVA CAPITAL LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 711A00010586

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. MGM INNOVA CAPITAL LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 27-3347549
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 6 2010 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. Has not transacted business in FLA to date.
501 Brickell Key Dr Suite 509 Miami FL 33131
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [member managed]

9. The name and usual business addresses of the managing members or managers are as follows:

7234 FISHER ISLAND DR, Miami Beach FL 33109
Manager- Marco G. Monroy

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Renewable Energy/Energy Efficiency Project Development



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in this document to the Department of State constitutes a third degree felony as provided for in s.817.03, F.S.)

Marco G. Monroy

Typed or printed name of signee

11 MAY 16 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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.

1. The name of the Limited Liability Company is:

MGM INNOVA CAPITAL LLC

If unavailable, the alternate to be used in the state of Florida is:

MGM INNOVA CAP LLC

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

MARIA PIA IANNARIELLO

(Name)

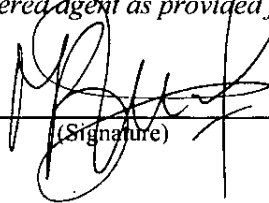
801 BRICKEN KEY BVD #2312

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33131

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 as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MGM INNOVA CAPITAL, 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-FIFTH DAY OF APRIL, A.D. 2011.

FILED

11 MAY 16 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8713666

DATE: 04-25-11