

# Certificate of Limited Partnership

A07000000663  
FILED  
May 07, 2007  
Sec. Of State  
gharvey

Name of Limited Partnership:

OMEGA ASSET BACKED FUND LP

Street Address of Limited Partnership:

200 S. BISCAYNE BLVE  
SUITE 4450  
MIAMI, FL. US 33131

Mailing Address of Limited Partnership:

200 S. BISCAYNE BLVE  
SUITE 4450  
MIAMI, FL. US 33131

The name and Florida street address of the registered agent is:

JON S CUMMINGS III  
200 S. BISCAYNE B  
SUITE 4450  
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JON S. CUMMINGS III

The name and address of all general partners are:

Title: G  
OMEGA CAPITAL ADVISORS LLC  
200 S. BISCAYNE BLVD  
MIAMI, FL. 33131 FL

Signed this Seventh day of May, 2007

I (we) declare the I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: JON S. CUMMINGS IV