

Certificate of Limited Partnership

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FILED
April 30, 2008
Sec. Of State
gharvey

Name of Limited Partnership:

ARC ASSET FUND, LLLP

Street Address of Limited Partnership:

C/O 7000 WEST PALMETTO PARK ROAD
SUITE 205
BOCA RATON, FL. US 33433

Mailing Address of Limited Partnership:

C/O 7000 WEST PALMETTO PARK ROAD
SUITE 205
BOCA RATON, FL. US 33433

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

STUART R MORRIS ESQ.
7000 WEST PALMETTO PARK ROAD
SUITE 205
BOCA RATON, FL. 33433

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

Registered Agent Signature: STUART R. MORRIS, ESQ.

The name and address of all general partners are:

Title: G
ARC-GP MANAGEMENT, LLC
C/O 7000 WEST PALMETTO PARK ROAD
BOCA RATON, FL. 33433 US

The effective date for this Limited Partnership shall be:

04/30/2008

This Limited Partnership is a Limited Liability Limited Partnership.

Signed this Thirtieth day of April, 2008

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: STUART R. MORRIS, ESQ.