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2006 JAN -4 A 11: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. Everest PFL FX1 Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or L.L.P.

N/A

(If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.)

2. 12/29/05

3. Delaware

(State or Country of Formation)

(Date of Formation)

4. _____

CT Corporation System

(Name of Registered Agent for Service of Process)

5. _____

1200 South Pine Island Road, Plantation, Florida 33324

(Florida street address for Registered Agent)

6. 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

Sarah B. Ayala
Assistant Secretary

By: _____

Sarah B. Ayala

Signature of Registered Agent

7. 1200 N. Ashland Avenue, Suite 600, Chicago, Illinois 60622

(Principal office address)

8. If limited partnership is a limited liability limited partnership, check box

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TALLAHASSEE, FLORIDA

9. 1200 N. Ashland Avenue, Suite 600, Chicago, Illinois 60622
(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Everest PP2 FX1 GP, L.L.C.
(Name)

1200 N. Ashland Avenue, Suite 600
(Street Address)
Chicago, Illinois 60622

1200 N. Ashland Avenue, Suite 600
(Mailing Address)
Chicago, Illinois 60622

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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SECRETARY OF STA
TALLAHASSEE, FLOR

(Name)	(Street Address)
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 29th day of December, 20 05

Signature of a general partner:

Michael W. Husman
By: Michael W. Husman, ^{General Partner} President of General Partner

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Delaware

The First State

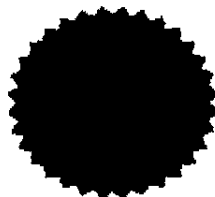
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVEREST PP2 FX1 LIMITED PARTNERSHIP" 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 FOURTH DAY OF JANUARY, A.D. 2006.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4421727

DATE: 01-04-06

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