

B08 000 000037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

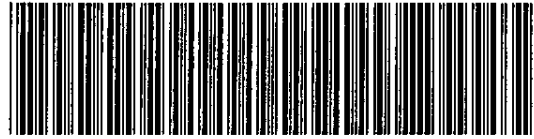
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. CLINE
JAN 19 2011
EXAMINER

B08-37

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRINCIPLE CAPITAL PARTNERS, L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

MICHAEL LAPAT

Contact Person

LAW OFFICES OF MICHAEL LAPAT

Firm/Company

3300 UNIVERSITY DRIVE, SUITE 311

Address

CORAL SPRINGS FL 33065

City, State and Zip Code

julieh@turnkeyhedgefunds.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JULIE HANCOCK

Name of Contact Person

at (954)

345-6442
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA
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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

PRINCIPLE CAPITAL PARTNERS, L.P.

2. The jurisdiction of its formation is: DELAWARE

3. The date the entity was authorized to transact business in Florida is: 02-14-2008

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

MRM CAPITAL PARTNERS, L.P.

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 LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

MRM CAPITAL MANAGEMENT, LLC

12555 ORANGE DRIVE, SUITE 1111
DAVIE FL 33330

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JAN 18 AM 11

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

The entity elects to be a limited liability limited partnership.

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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.)

Signature of a general partner:



Typed or printed name:

RODNEY McCLAIN, MANAGER OF GENERAL PARTNER

MRM CAPITAL MANAGEMENT, LLC

Filing Fee: \$52.50

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MRM CAPITAL PARTNERS, L.P." 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 TENTH DAY OF JANUARY, A.D. 2011.



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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8482308

DATE: 01-10-11