

**B12000000209**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-0821  
Fax Number : (850) 558-1515

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DIVISION OF CORPORATIONS  
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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA/FOREIGN LP/LLP  
GEOSAM CAPITAL US (VENETIAN BAY) LP

Certificate of Status	0
Certified Copy	0
Page Count	6
Estimated Charge	\$1,000.00

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September 14, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

**RESUBMIT**

SUBJECT: GEOSAM CAPITAL US (VENETIAN BAY) LP  
REF: W12000047545

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6051.

Jeraline Saulsberry  
Regulatory Specialist II

FAX Aud. #: W12000226500  
Letter Number: 812A00023171

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TALLAHASSEE, FLORIDA

P.O BOX 6327 -- Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Geosam Capital US (Venetian Bay) LP  
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.  
Please return all correspondence concerning this matter to:

Martin Pham

Contact Person

Geosam Capital US GP LLC

Firm/Company

84 Chain Lake Drive, Suite 500

Address

Halifax, Nova Scotia B3S 1A2

City, State and Zip Code

mpham@geosam.ca

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

For further information concerning this matter, please call:

Martin Pham at ( 902 ) 420-3483

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 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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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. Geosam Capital US (Venetian Bay) LP

(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 LLLP.

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. Delaware

State or Country of Formation

3. September 13, 2012

Date of Formation

4. Federal Employer Identification Number: not yet assigned

5. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Service Company

1201 Hays Street

Tallahassee FL 32301

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.

Cerina L. Dunlap Signature of Registered Agent

Cerina L. Dunlap Asst. Vice President

7. Principal Office:

84 Chain Lake Drive, Suite 500

Halifax, Nova Scotia B3S 1A2

8. Mailing Address:

84 Chain Lake Drive, Suite 500

Halifax, Nova Scotia B3S 1A2

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

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

Name of General Partner: Geosam Capital US GP, LLC

Name of General Partner: M12600005214

Street Address: 84 Chain Lake Drive, Suite 500

Halifax, Nova Scotia B3S 1A2

Mailing Address: 84 Chain Lake Drive, Suite 500

Halifax, Nova Scotia B3S 1A2

Name of General Partner:

Street Address:

Mailing Address:

Name of General Partner:

Street Address:

Mailing Address:

Page 1 of 2

Name of General Partner: \_\_\_\_\_ Name of General Partner: \_\_\_\_\_  
 Street Address: \_\_\_\_\_ Street Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Mailing 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 12<sup>th</sup> day of September, 2012  
Geosam Capital US GP LLC, general partner  
 By [Signature] [Signature]  
 Manager Manager

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEOSAM CAPITAL US (VENETIAN BAY) LP" 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GEOSAM CAPITAL US (VENETIAN BAY) LP" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2012.

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



5212357 8300

121027962

You may verify this certificate online at [corp.delaware.gov/authVar.shtml](http://corp.delaware.gov/authVar.shtml)

Handwritten signature of Jeffrey W. Bullock in black ink.

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9843255

DATE: 09-13-12