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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

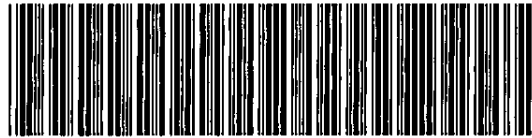
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Effective Date 3/30/07

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TALLAHASSEE, FLORIDA

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Curt Phillips
First Vice President & Senior
Counsel

SunTrust Banks
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Mail Code GA-ATL-0643
Atlanta, GA 30308
Tel 404.588.8522
Fax 404.230.5387
curt.phillips@suntrust.com

March 26, 2007

Via FedEx

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

Subject: Lighthouse Investment Partners, LLC

Dear Sir or Madam:

The enclosed Certificate of Merger and fees are submitted for filing. We have included an additional \$30.00 in order to receive a certified copy of the filing. It is very important that the effective date of the merger be this Friday, March 30, 2007, as specified in the certificate. Therefore, if there are any problems with this filing, please call me as soon as possible at (404) 588-8522.

Correspondence concerning this matter should be returned to me at the above address.

Sincerely,

A handwritten signature in black ink, appearing to read "Curt Phillips", is written over the name.

Curt Phillips

Certificate of Merger

For

Effective Date 3/30/07

Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lighthouse Partners, L.L.C.	LA 9-258 Florida	Limited Liability Company
Lighthouse Investment Partners, LLC	MD 271 Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lighthouse Investment Partners, LLC	Delaware	Limited Liability Company

THIRD: The plan of merger attached hereto as Exhibit A was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The plan of merger attached hereto as Exhibit A was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, county or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

March 30, 2007

SIXTH: If the surviving entity is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is:

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Lighthouse Investment Partners, LLC
3801 PGA Boulevard
Suite 500
Palm Beach Gardens, Florida 33410

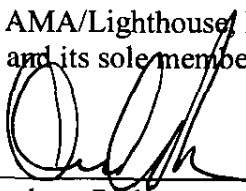
SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351 – 608.43595, Florida Statutes.

EIGHTH: The surviving party is an out-of-state entity that is qualified to transact business in the State of Florida.

NINTH: Signature(s) for each Party:

LIGHTHOUSE PARTNERS, L.L.C.

By: AMA/Lighthouse, Inc., its sole manager
and its sole member

By: 
Andrew Richman
President

LIGHTHOUSE INVESTMENT PARTNERS,
LLC

By: 

Name: J. Scott Perkins
Title: Vice President

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EXHIBIT A

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lighthouse Partners, L.L.C.	Florida	Limited Liability Company
Lighthouse Investment Partners, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lighthouse Investment Partners, LLC	Delaware	Limited Liability Company

THIRD: The terms and conditions of the merger are set forth in the Agreement and Plan of Merger, dated as of February 28, 2007, among Lighthouse Partners, L.L.C., AMA/Lighthouse, Inc. and Lighthouse Investment Partners, LLC (the "Merger Agreement").

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor or, in whole or in part, into cash or other property is as follows:

Each issued membership interest of the non-surviving limited liability company shall, upon the effective date of the merger, be canceled and retired in exchange for the consideration specified in the Merger Agreement. The issued membership interests of the surviving limited liability company shall not be converted or exchanged in any manner, and each said membership interest which is issued as of the effective date of the merger shall remain issued and outstanding.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor or, in whole or in part, into cash or other property is as follows:

No rights to acquire the interests or securities of any merged party are issued or outstanding.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: None.

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TALLAHASSEE
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SIXTH: Other provisions, if any, relating to the merger are as follows:

This Plan of Merger is approved pursuant to the Merger Agreement, subject to the covenants, agreements, representations, warranties and other provisions thereof. No provision set forth in this Plan of Merger shall be deemed to enlarge, alter, change or amend the terms or provisions of the Merger Agreement.

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