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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

000928.154996

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

* file Third *

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: _____

**FLORIDA/FOREIGN LP/LLLP
COMVEST CAPITAL II, L.P.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,052.50

2011 SEP 30 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11 SEP 30 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

OCT - 3 2011

EXAMINER

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

1. ComVest Capital II, L.P.

(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. July 24, 2009

Date of Formation

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

NRAI Services, Inc.515 East Park AvenueTallahassee, FL32301

5. 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. NRAI Services, Inc.

By:

Signature of Registered Agent

7. Principle Office: (Florida Street Address)

525 Okeechobee Boulevard, Suite 1050West Palm Beach, FL 33401

8. Mailing Address:

525 Okeechobee Boulevard, Suite 1050West Palm Beach, FL 334019. 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: ComVest Capital II Partners, L.P.

Name of General Partner: _____

Street Address: 525 Okeechobee Boulevard, Suite 1050

Street Address: _____

West Palm Beach, FL 33401Mailing Address: B11-186

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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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 _____ 29th day of September, 2011.

Castle M. Rodriguez, CEO of
Covest Capital II Master LLC, LLC, the
general partner of Covest Capital II Partners, L.P.,
the general partner of Covest Capital II, L.P.

Signature of a general partner

The individual signing this document affirms 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 Fee:
Certified Copy (optional):
Certificate of Status (optional):

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
\$52.50
\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 "COMVEST CAPITAL II, 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMVEST CAPITAL II, L.P." WAS FORMED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9063459

DATE: 09-29-11

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