

# A 02000000289

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #

FILED  
02 MAR -4 PM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. The Greyhound Growth Fund Ltd  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. LP-35.00 900005040369--1  
(Corporation Name) (Document #) -03/04/02--01012--005  
\*\*\*1750.00 \*\*\*1750.00

4. \_\_\_\_\_ 900005040369--1  
(Corporation Name) (Document #) -03/19/02--01026--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

BK

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☒ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

RECEIVED  
02 MAR -4 AM 10:42  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 4, 2002

HOLLAND & KNIGHT LLP

TALLAHASSEE, FL

SUBJECT: THE GRAYBEARD GROWTH FUND, LTD.  
Ref. Number: W02000006067

RECEIVED  
02 MAR -6 AM 10:56  
TALLAHASSEE, FLORIDA

We have received your document for THE GRAYBEARD GROWTH FUND, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,750.00 payment.

In addition to the \$1,750.00 filing fee there is also a required \$35.00 Registered Agent designation fee. So please return your document with an ADDITIONAL \$35.00.

ALSO, the registered agent MUST SIGN a statement accepting its designation.

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) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 602A00012885

*Attention to:*

FILED  
02 MAR -4 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE GRAYBEARD GROWTH FUND, LTD.  
CERTIFICATE OF LIMITED PARTNERSHIP

FILED  
02 MAR -4 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned General Partner files this Certificate of Limited Partnership of THE GRAYBEARD GROWTH FUND, LTD. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the limited partnership is THE GRAYBEARD GROWTH FUND, LTD.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Graybeard Capital, LLC  
1211 Orange Avenue, Suite 102  
Winter Park, Florida 32789

LC2000004971

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 1211 Orange Avenue, Suite 102, Winter Park, Florida 32789.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Grahm, Cottrill, Jackson, Batts, Hostetter P.A.  
110 Hillcrest Street  
Orlando, Florida 32801

5. Partnership Mailing Address. The mailing address for the limited partnership is 1211 Orange Avenue, Suite 102, Winter Park, Florida 32789.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2042.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 1<sup>st</sup> day of March, 2002.

GRAYBEARD CAPITAL, LLC  
General Partner

By: \_\_\_\_\_

Wayne Jones  
Manager

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MAR - 4 AM 11:08  
02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORLI #706761 v1

**THE GRAYBEARD GROWTH FUND, LTD.**  
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

02 MAR -4 AM 11:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Capital Contributions. The undersigned General Partner of The Graybeard Growth Fund, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Five Hundred Million Dollars (\$500,000,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Five Hundred Million Dollars (\$500,000,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

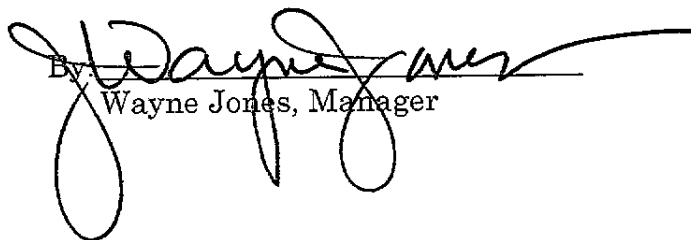
2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

Graybeard Capital, LLC,  
a Florida Limited Liability Company

Date: March 1<sup>st</sup>, 2002

By   
Wayne Jones, Manager

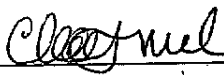
**Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Grahm, Cottrill, Jackson, Batts, Hostetter P.A.  
110 Hillcrest Street  
Orlando, Florida 32801

*Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Grahm, Cottrill, Jackson, Batts, Hostetter P.A.

  
Name: Christopher L. Cottrill  
Title: COB

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