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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

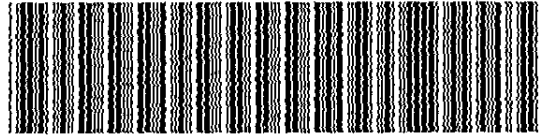
(Business Entity Name)

(Document Number)

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Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #

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

1. Halifax Long/Short Equity Fund Ltd  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ 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

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

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

**REGISTRATION/QUALIFICATION**

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

Examiner's Initials

**HALIFAX LONG/SHORT EQUITY FUND LTD.**

**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of HALIFAX LONG/SHORT EQUITY 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 HALIFAX LONG/SHORT EQUITY FUND LTD.

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

Halifax Capital Management, LLC  
1316 Wicklow Lane  
Ormond Beach, FL 32174

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 1316 Wicklow Lane, Ormond Beach, FL 32174

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

Robert E. Landry  
1316 Wicklow Ln.  
Ormond Beach, FL 32174

5. Partnership Mailing Address. The mailing address for the limited partnership is 1316 Wicklow Lane, Ormond Beach, FL 32174

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2043.

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.


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

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

Robert E. Landry  
1316 Wicklow Ln.  
Ormond Beach, FL 32174

*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.*

Robert E. Landry

  
Name: ROBERT E. LANDRY  
Title: PRESIDENT

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STATE  
TALLAHASSEE, FLORIDA

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 13 day of June, 2003.

Halifax Capital Management, LLC  
General Partner

By: Robert E. Landry  
Robert E. Landry, Manager

By: E. Stephen Lackey  
E. Stephen Lackey, Manager

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HALL COUNTY, ALABAMA

**HALIFAX LONG/SHORT EQUITY FUND LTD.**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of Halifax Long/Short Equity Fund Ltd. declare 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 One Hundred Million Dollars (\$100,000,000.00).

2. Affirmation. The General Partners hereby acknowledge 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.

**Halifax Capital Management, LLC**  
**General Partner**

Date: June 13, 2003

By: Robert E. Landry  
Robert E. Landry, Manager

By: E. Stephen Lackey  
E. Stephen Lackey, Manager