

Division of Corporations

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DIVISION OF CORPORATION

**FLORIDA/FOREIGN LP/LLP**

**Praesidis Onshore Fund, LP**

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**PRAESIDIS ONSHORE FUND, LP,**  
 A Florida Limited Partnership  
 Pursuant To Section 620.1201

1. The name of the limited partnership (the "Partnership") is:  

PRAESIDIS ONSHORE FUND, LP
2. The street address of the initial principal office and the mailing address of the Partnership is:  

7650 Courtney Campbell Causeway, Suite 240  
 Tampa, Florida 33607
3. The Partnership's Registered Office in the State of Florida will be located at 7650 Courtney Campbell Causeway, Suite 240, in the City of Tampa, County of Hillsborough, 33607. The Partnership's Registered Agent at such address is Kyle D. Henderson.
4. The name and business address of the sole General Partner of the Partnership is:  


<u>Name</u> Praesidis Asset Management, LLC	<u>Address</u> 7650 Courtney Campbell Causeway, Suite 240 Tampa, Florida 33607
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IN WITNESS WHEREOF, the undersigned, being the General Partner of the Partnership, has executed, signed and acknowledged this Certificate of Limited Partnership this 8<sup>th</sup> day of September, 2006.

By: PRAESIDIS ASSET MANAGEMENT, LLC  
 as General Partner

By:   
 Kyle D. Henderson, as Managing Member

I hereby accept appointment as the Registered Agent of the Partnership and agree to act in this capacity. I further agree to comply with 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.

By:   
 Kyle D. Henderson