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**DISS/TERM/CANCEL/REV OF LP/LLP
PRAESIDIS ONSHORE FUND, LP**

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**CERTIFICATE OF DISSOLUTION
OF
PRAESIDIS ONSHORE FUND, LP**

Pursuant to the provisions of Section 620.1203, Florida Statutes, PRAESIDIS ONSHORE FUND, LP, a Florida limited partnership (the "Company") whose certificate was filed with the Florida Department of State on 09/12/2006, assigned Florida document number A06000001087, hereby submits this Certificate of Dissolution.

FIRST: The General Partner of the Company believes it is in the best interests of the Company to dissolve the Company as of the Effective Date. The name of the limited liability company is PRAESIDIS ONSHORE FUND, LP.

SECOND: This Certificate of Dissolution shall become effective on the date it is filed in the Office of the Secretary of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the partners of the Company, have executed this Certificate of Dissolution on the 6th day of December, 2013.

**GENERAL PARTNER:
PRAESIDIS ASSET MANAGEMENT LLC**



Kyle D. Henderson, Manager