

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
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DIVISION OF CORPORATION

FLORIDA/FOREIGN LP/LLP**Gator Mezzanine Fund Partners, LLLP**

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Florida Dept of State

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November 21, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WINDERWEEDLE, HAINES, WARD

SUBJECT: GATOR MEZZANINE FUND PARTNERS, LLLP
REF: W06000050919

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the limited partnership wishes to be a limited liability limited partnership, the document must contain a statement to that effect. Please amend your document accordingly.

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) 245-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H06000279368
Letter Number: 106A00067821

Florida Dept. of State Electronic Filing
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GATOR MEZZANINE FUND PARTNERS, LLLP**

1. Name of Limited Partnership:

GATOR MEZZANINE FUND PARTNERS, LLLP

2. Business Address and Mailing Address of Limited Partnership:

250 Park Avenue South, Suite 600
Winter Park, Florida 32789

3. Name and Address of Registered Agent for Service of Process:

David Jasmund
250 Park Avenue South, Suite 600
Winter Park, Florida 32789

4. Signature of Registered Agent accepting designation as Registered Agent for Service of Process:

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.


David Jasmund

5. The latest date upon which the Limited Partnership is to dissolved is: perpetual

6. Name and Address of General Partner:

Gator Fund Partners, LLC
250 Park Avenue South, Suite 600
Winter Park, Florida 32789

L06-112352

7. Effective date, if other than date of filing: upon filing

The limited partnership elects to be a limited liability limited partnership.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of November, 2006.

Gator Fund Partners, LLC

By: 

Seth B. Ellis, Manager

By: 

Michael Poole, Manager

"General Partner"

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TALLAHASSEE, FLORIDA